WENDY'S/ARBY'S GROUP, INC.
Form DEF 14A
April 14, 2009

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934
(Amendment No.)

Filed by the Registrant [**X**]
Filed by a Party other than the Registrant [ ]
Check the appropriate box:

[ ] Preliminary Proxy Statement

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[**X**] Definitive Proxy Statement

[ ] Definitive Additional Materials

[ ] Soliciting Material under Rule 14a-12

Wendy’s/Arby’s Group, Inc.
Name of the Registrant as Specified In Its Charter

Payment of Filing Fee (Check the appropriate box):

[**X**] No fee required.

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1. Amount Previously Paid:

2. Form, Schedule or Registration Statement No.:

3. Filing Party:

4. Date Filed:

**Notice of 2009 Annual Meeting of
Stockholders and Proxy Statement**

WENDY S/ARBY S GROUP, INC.
1155 Perimeter Center West
Atlanta, Georgia 30338
(678) 514-4100

April 14, 2009

Dear Stockholders:

It is my pleasure to invite you to join me at the 2009 Annual Meeting of Stockholders of Wendy s/Arby s Group, Inc., which will be held at 11:00 a.m., local time, on Thursday, May 28, 2009, at the W New York, 541 Lexington Avenue, New York, New York 10022. The Board of Directors and management hope that you will be able to attend in person.

At the Annual Meeting, you will be asked to consider and vote on the election of twelve directors, several proposals to amend the Company s certificate of incorporation, a proposal to re-approve the performance goal bonus awards portion of the Company s 1999 Executive Bonus Plan, and a proposal to ratify the appointment of Deloitte & Touche LLP as the Company s independent registered public accountants. The Board of Directors recommends that you vote **FOR** each of these proposals.

The Notice of Annual Meeting and Proxy Statement follow. It is important that your shares be represented and voted, regardless of the size of your holdings. Accordingly, whether or not you plan to attend the Annual Meeting in person, please promptly complete and return your proxy card in the enclosed envelope, or submit your proxy by telephone or by Internet as described in the instructions included with your proxy card. If you attend the Annual Meeting and wish to vote your shares in person, you may revoke your proxy.

Sincerely,

ROLAND C. SMITH
President and Chief Executive Officer

WENDY S/ARBY S GROUP, INC.
NOTICE OF 2009 ANNUAL MEETING OF STOCKHOLDERS
To be Held on Thursday, May 28, 2009
11:00 a.m., Local Time

The 2009 Annual Meeting of Stockholders of Wendy s/Arby s Group, Inc. will be held on Thursday, May 28, 2009, at 11:00 a.m., local time, at the W New York, 541 Lexington Avenue, New York, New York 10022, for the following purposes:

(1) to elect twelve directors to hold office until the Company s next annual meeting of stockholders;

(2) to adopt an amendment and restatement of the Company s certificate of incorporation (the Certificate of Incorporation) to refer to Class A Common Stock as Common Stock and make other conforming changes;

(3) to adopt an amendment and restatement of the Certificate of Incorporation to provide that, in the absence of the

Chairman of the Board, the alternate presiding chairman at a meeting of the Company s stockholders would be, in order, the Vice Chairman, the Chief Executive Officer or a person designated by a majority of the Board of Directors;

(4) to adopt an amendment and restatement of the Certificate of Incorporation to change the advance notice procedures for stockholder proposals and director nominations;

(5) to adopt an amendment and restatement of the Certificate of Incorporation to provide that directors may be removed only by the affirmative vote of the holders of two-thirds of the voting

power of the Company s capital stock;

(6) to adopt an amendment and restatement of the Certificate of Incorporation to repeal Article VI thereof, which imposes super-majority stockholder approval requirements for certain business combination transactions between the Company and an interested stockholder;

(A copy of the proposed Amended and Restated Certificate of Incorporation described above is set forth in Annex A to this Proxy Statement, with deletions indicated by strikeout and additions indicated by underline. For more details about the proposed Amended and Restated Certificate of

Incorporation, see Proposals 2-6 in the Proxy Statement.)

(7) to re-approve the Performance Goal Bonus Awards portion of the Company s 1999 Executive Bonus Plan;

(8) to ratify the appointment of Deloitte & Touche LLP as the Company s independent registered public accountants for 2009; and

(9) to transact such other business as may properly come before the meeting or any adjournment or postponement thereof.

Stockholders entitled to vote at the Annual Meeting or any adjournment or postponement thereof are holders of record of the Company s Class A Common Stock at the close of business on March 31, 2009. All such stockholders of record are invited to attend the Annual Meeting. Admission to the Annual Meeting will be by ticket only and packages and bags may be inspected and required to be checked in at the registration desk. <u>You also will be required to present identification containing a photograph.</u> If you are a registered stockholder (your shares are held in your name) and plan to attend the Annual Meeting, please check the appropriate box on the proxy card and retain the top portion of your proxy card, which serves as your admission ticket. If you are a beneficial owner (your shares are held by a bank, broker or other holder of record) and you plan to attend the Annual Meeting, your admission ticket is either your notice regarding the availability of proxy materials or the top portion of your voting instruction form, whichever you have received. The Proxy Statement also includes information on how to obtain a ticket from the Company. Stockholders who do not obtain tickets in advance may obtain them upon verification of ownership at the registration desk on the day of the Annual Meeting.

By Order of the Board of Directors

NILS H. OKESON
Secretary

April 14, 2009

Important Notice Regarding the Availability of Proxy Materials for the Stockholders Meeting to be held on May 28, 2009: the proxy statement and the annual report are available at www.wendysarbys.com.

Your vote is important! Stockholders are cordially invited to attend the meeting. Whether or not you plan to attend, please promptly complete and return your proxy card in the enclosed envelope, or submit your proxy by telephone or by Internet as described in the instructions included with your proxy card. You may nevertheless vote in person if you attend the meeting.

WENDY S/ARBY S GROUP, INC.
1155 Perimeter Center West
Atlanta, Georgia 30338
(678) 514-4100

PROXY STATEMENT

INTRODUCTION

The accompanying proxy is solicited by the Board of Directors (the Board of Directors or the Board) of Wendy s/Arby s Group, Inc. (Wendy s/Arby s or the Company) in connection with the 2009 Annual Meeting of Stockholders of the Company (the Annual Meeting), to be held on Thursday, May 28, 2009, at 11:00 a.m., local time, at the W New York, 541 Lexington Avenue, New York, New York 10022, and at any adjournment or postponement thereof. This Proxy Statement and a proxy are first being mailed to stockholders on April 17, 2009. The mailing address of the Company s principal executive office is 1155 Perimeter Center West, Atlanta, Georgia 30338.

When a proxy is returned properly dated and signed, the shares represented thereby will be voted by the persons named as proxies in accordance with each stockholder s directions. Stockholders may specify their choices by marking the appropriate boxes on the enclosed proxy. If a proxy is dated, signed and returned without specifying choices, the shares will be voted as recommended by the Board of Directors **FOR** the election of each of the twelve nominees for director named below and **FOR** Proposals 2, 3, 4, 5, 6, 7, and 8. The Company does not have cumulative voting. Under the Company s By-Laws (the By-Laws), business transacted at the Annual Meeting is confined to the purposes stated in the Notice of the Annual Meeting. The proxy being solicited does, however, convey discretionary authority to the persons named therein as proxies to vote on matters incident to the conduct of the Annual Meeting. The proxy may be revoked by the stockholder at any time prior to the time it is voted by giving notice of such revocation either personally or in writing to the Corporate Secretary of the Company at the address provided above.

Only holders of the Company s Class A Common Stock, par value $.10 per share (the Class A Common Stock), at the close of business on March 31, 2009, their authorized representatives and guests of the Company will be able to attend the Annual Meeting. For your comfort and security, admission to the Annual Meeting will be by ticket only. If you are a registered stockholder (your shares are held in your name) and plan to attend the Annual Meeting, please check the appropriate box on the enclosed proxy card. Your admission ticket can be detached from the bottom portion of the proxy card. If you are a beneficial owner (your shares are held in the name of a bank, broker or other holder of record) and plan to attend the Annual Meeting, your admission ticket is either your notice regarding the availability of proxy materials or the top portion of your voting instruction form, whichever you have received. In addition, you can obtain an admission ticket in advance by writing to Corporate Secretary, Wendy s/Arby s Group, Inc., 1155 Perimeter Center West, Atlanta, Georgia 30338. Please be sure to enclose proof of ownership, such as a bank or brokerage account statement or a letter from the bank or broker verifying such ownership. Stockholders who do not obtain tickets in advance may obtain them upon verification of ownership at the registration desk on the day of the Annual Meeting.

Tickets may be issued to others at the discretion of the Company.

QUESTIONS AND ANSWERS ABOUT THE ANNUAL MEETING

Q: Who is soliciting my proxy?

A: Wendy s/Arby s Board of Directors, in connection with the Board s solicitation of proxies for use at the Annual Meeting. Certain of our directors, officers and employees also may solicit proxies on the Board s behalf by mail, telephone, email, fax or in person. We have hired Innisfree M&A Incorporated, 501 Madison Avenue, 20th Floor, New York, NY 10022, to assist in soliciting proxies from brokers, bank nominees and other stockholders. We will pay the costs and expenses of the solicitation. Our directors, officers and employees will not receive additional remuneration for soliciting proxies. We expect that we will pay Innisfree M&A Incorporated not more than $15,000, plus reasonable out-of-pocket expenses, and also will reimburse banks, brokers, custodians, nominees and fiduciaries for their reasonable costs and expenses to forward our proxy materials to the beneficial owners of our Class A Common Stock.

Q: Why did I receive a notice regarding the availability of proxy materials rather than the printed proxy statement and annual report?

A: As permitted by Securities and Exchange Commission rules, we are making our proxy materials available electronically via the Internet on the Company s website at www.wendysarbys.com. On April 17, 2009, we began mailing a notice to our stockholders containing information on how to access these materials and vote online. If you received that notice, then you will not receive a printed copy of the proxy materials unless you request it by following the instructions for requesting such materials contained on the notice. Adopting this process allows the company to reduce its overall costs and the environmental impact of printing and mailing these materials.

Q: Who is entitled to vote?

A: All holders of record of the Company s Class A Common Stock at the close of business on March 31, 2009 are entitled to vote on all business transacted at the Annual Meeting.

Q: What is the difference between a registered stockholder and a street name holder?

A: If your shares are registered directly in your name with American Stock Transfer & Trust Company, LLC, our stock transfer agent, you are considered a stockholder of record for those shares.

If your shares are held by a broker or other nominee, you are considered the beneficial owner of the shares, and your shares are said to be held in street name. Your broker or other nominee does not have authority to vote your shares on Proposal 7 without instructions from you. Your broker or other nominee should have enclosed, or should provide, a notice regarding the availability of proxy materials or a voting instruction form for you to use in directing it how to vote your shares.

Q: What should I do with these materials?

A: Please carefully read and consider the information contained in this Proxy Statement, and then vote your shares as soon as possible to ensure that your shares will be represented at the Annual Meeting. You may vote your shares prior to the meeting even if you plan to attend the meeting in person.

Q: How do I vote?

A: You may vote before the Annual Meeting in one of the following ways:

Visit the website shown on your proxy card, notice of availability of proxy materials or voting instruction form to vote via the Internet;

Use the toll-free number shown on your proxy card or voting instruction form; or

Complete, sign, date and return the enclosed proxy card or voting instruction form in the enclosed postage-paid envelope if you have requested and received those items by mail.

You may also vote your shares in person at the meeting.

Q: What does it mean if I receive more than one proxy card or notice regarding the availability of proxy materials or voting instruction form?

A: It means that you have multiple accounts at the transfer agent and/or with stockbrokers. Please follow the instructions set forth on each proxy card, notice or voting instruction form to ensure that all your shares are voted.

Q: What is the deadline for submitting a proxy?

A: In order to be counted, proxies submitted by telephone or the Internet must be received by 11:59 p.m. on May 27, 2009. Proxies submitted by mail must be received prior to the start of the Annual Meeting.

Q: What constitutes a quorum?

A: At the close of business on March 31, 2009, the Company had 466,249,838 shares of Class A Common Stock outstanding and entitled to vote at the Annual Meeting. Each share of Class A Common Stock entitles the holder to one vote per share. The presence, in person or by proxy, of stockholders entitled to cast at least a majority of the votes that all stockholders are entitled to cast will constitute a quorum. Broker non-votes and the shares as to which a stockholder abstains are included for purposes of determining whether a quorum of shares is present at the Annual Meeting.

Q: What are abstentions and broker non-votes and how do they affect voting?

A: *Abstentions* If you specify on your proxy card that you abstain from voting on an item, your shares will be counted present and entitled to vote for purpose of establishing a quorum, but are not counted for purpose of determining the number of votes cast. Abstentions are not included in the tabulation of voting results on the election of directors (Proposal 1) or items requiring approval of a majority of the votes cast (Proposal 7), but will be the equivalent of an against vote on items that require the affirmative vote of a majority or super-majority of the total voting power of the Company s outstanding voting shares, or the affirmative vote of a majority of the voting power present. Therefore, abstentions will count as votes against Proposals 2-6 and 8.

Broker Non-Votes Under New York Stock Exchange rules, if your shares are held in street name then your broker has discretion to vote your shares without instructions from you on certain routine items, including the election of directors, the amendment and restatement of the Certificate of Incorporation and the ratification of the appointment of the independent registered public accounting firm. Your broker does not, however, have such discretion on non-routine items such as the re-approval of the performance goal bonus awards portion of the Company s 1999 Executive Bonus Plan (Proposal 7). If you do not provide your broker with voting instructions for non-routine items, then the broker can not vote on those items and will report your shares as non-votes on those items. Like abstentions, broker non-votes are counted as present and entitled to vote for quorum purposes, but are not counted for purpose of determining the number of votes cast. Broker non-votes are not included in the tabulation of voting results on non-discretionary items requiring approval of a majority of the votes cast such as Proposal 7, but would be the equivalent of an against vote on items that require the affirmative vote of a majority or super-majority of the total voting power of the Company s outstanding voting shares.

Q: What am I being asked to vote on?

A: You are being asked to vote on the following eight proposals:

(1) to elect twelve directors to hold office until the Company s next annual meeting of stockholders (Item 1 on the Company s proxy card);

(2) to adopt an amendment and restatement of the Certificate of Incorporation to refer to Class A Common Stock as Common Stock and make other conforming changes (Item 2 on the Company s proxy card);

(3) to adopt an amendment and restatement of the Certificate of Incorporation to provide that, in the absence of the Chairman of the Board, the alternate presiding chairman at a meeting of the Company s stockholders would be, in order, the Vice Chairman, the Chief Executive Officer or a person designated by a majority of the Board of Directors (Item 3 on the Company s proxy card);

(4) to adopt an amendment and restatement of the Certificate of Incorporation to change the advance notice procedures for stockholder proposals and director nominations (Item 4 on the Company s proxy card);

(5) to adopt an amendment and restatement of the Certificate of Incorporation to provide that directors may be removed only by the affirmative vote of the holders of two-thirds of the voting power of the Company s capital stock (Item 5 on the Company s proxy card);

(6) to adopt an amendment and restatement of the Certificate of Incorporation to repeal Article VI thereof, which imposes super-majority stockholder approval requirements for certain business combination transactions between the Company and an interested stockholder (Item 6 on the Company s proxy card);

(7) to re-approve the Performance Goal Bonus Awards portion of the Company s 1999 Executive Bonus Plan (Item 7 on the Company s proxy card);

(8) to ratify the appointment of Deloitte & Touche LLP as the Company s independent registered public accountants for 2009 (Item 8 on the Company s proxy card); and

(9) to transact such other business as may properly come before the meeting or any adjournment or postponement thereof.

Q: What vote is needed to elect the nominees for director?

A: The affirmative vote of a plurality of the total voting power present in person or represented by proxy is required to elect the twelve nominees as directors.

Q: Why is the Company proposing to amend and restate its Certificate of Incorporation?

A: Wendy s/Arby s is restating its Certificate of Incorporation because its Certificate of Incorporation has been amended several times since its formation in 1994, and the numerous amendments without a restatement have made the Certificate of Incorporation cumbersome and difficult to navigate. In connection with undertaking a restatement of the Certificate of Incorporation, the Board of Directors formed a committee comprised solely of independent directors for the purpose of reviewing potential amendments to the Certificate of Incorporation and By-Laws. Following the conclusion of its review process, the committee unanimously recommended the proposed Amended and Restated Certificate of Incorporation set forth in Annex A to this Proxy Statement to the Board of Directors and, following such recommendation, the proposed Amended and Restated Certificate of Incorporation was unanimously approved and declared advisable by the Board of Directors.

The new amendments set forth in the proposed Amended and Restated Certificate of Incorporation are intended to make certain conforming changes, resolve certain inconsistencies and modernize and conform the Certificate of Incorporation to current practices of peer Delaware corporations. For a more complete discussion of the Company s reasons for proposing each of the new amendments in the proposed Amended and Restated Certificate of Incorporation see Proposals 2-6 beginning on page 56.

The committee also unanimously recommended, and the board unanimously approved, an amendment and restatement of the Company s By-Laws that would conform Article II, Section 11 of the

By-Laws to Proposal 3 with respect to the determination of the person to preside as chairman of a meeting of the Wendy s/Arby s stockholders in the absence of the Chairman of the Board of Directors. Wendy s/Arby s also intends to conform the indemnification provisions in its By-Laws to those contained in its Certificate of Incorporation.

Q: What amendments to the Certificate of Incorporation are being proposed?

A: Wendy s/Arby s is proposing to amend and restate its Certificate of Incorporation to give effect to the following amendments: (a) to refer to Class A Common Stock as Common Stock and make other conforming changes, (b) to provide that, in the absence of the Chairman of the Board, the alternate presiding chairman at a meeting of the Company s stockholders would be, in order, the Vice Chairman, the Chief Executive Officer or a person designated by a majority of the Board of Directors, (c) to change the advance notice procedures for stockholder proposals and director nominations, (d) to provide that directors may be removed only by the affirmative vote of the holders of two-thirds of the voting power of the Wendy s/Arby s capital stock and (e) to repeal Article VI of the Certificate of Incorporation, which imposes super-majority stockholder approval requirements for certain business combination transactions between Wendy s/Arby s and an interested stockholder. In addition, the proposed Amended and

Restated Certificate of Incorporation would incorporate into a unified document the amendments to the Certificate of Incorporation that have previously been adopted and become effective.

For a more complete discussion of the proposed amendments to the Certificate of Incorporation, see Proposals 2-6 beginning on page 56.

Q: What votes are needed for the proposed Amended and Restated Certificate of Incorporation to be approved?

A: The affirmative vote of a majority of the total voting power of the outstanding voting shares of the Company entitled to vote at the Annual Meeting or any adjournment or postponement thereof is required for approval of each of the following amendments to the Certificate of Incorporation:

(a) to refer to Class A Common Stock as Common Stock and make other conforming changes, (b) to provide that, in the absence of the Chairman of the Board, the alternate presiding chairman at a meeting of the Company s stockholders would be, in order, the Vice Chairman, the Chief Executive Officer or a person designated by a majority of the Board of Directors, (c) to change the advance notice procedures for stockholder proposals and director nominations and (d) to provide that directors may be removed only by the affirmative vote of the holders of two-thirds of the voting power of the Wendy s/Arby s capital stock. The affirmative vote of two-thirds of the total voting power of the outstanding voting shares of the Company entitled to vote at the Annual Meeting or any adjournment or postponement thereof is required for approval of the repeal of Article VI of the Certificate of Incorporation, which imposes super-majority stockholder approval requirements for certain business combination transactions between Wendy s/Arby s and an interested stockholder.

If you are a Wendy s/Arby s stockholder and you fail to respond with a vote or fail to instruct your broker or other nominee how to vote on the five proposals relating to the adoption of the Amended and Restated Certificate of Incorporation, it will have the same effect as a vote against these proposals.

Q: What vote is needed to re-approve the Performance Goal Bonus Awards portion of the Company s 1999 Executive Bonus Plan?

A: The Treasury Regulations under Section 162(m) of the Internal Revenue Code require the affirmative vote of a majority of the votes cast on this item to approve it.

Q: What vote is needed to ratify

the appointment of Deloitte & Touche LLP as the Company s independent registered public accountants for 2009?

A: The affirmative vote of a majority of the voting power present (in person or by proxy) is required to approve this item.

Q: What if I deliver my proxy or voting instruction card but do not indicate how I want to vote on the proposals?

A: If you respond but do not indicate how you want to vote on the proposals, your proxy will be counted as a vote in accordance with the recommendation of the Board of Directors **FOR** the election of each of the twelve nominees for director and **FOR** Proposals 2, 3, 4, 5, 6, 7, and 8.

Q: May I change my vote after I have delivered my proxy or voting instruction card?

A: Yes. You may change your vote at any time before your proxy is voted at the Annual Meeting.

You may revoke your proxy by giving notice of revocation in writing, by accessing the Internet site stated on the form of proxy, by using the toll-free telephone number stated on the form of proxy, or by attending, and voting at, the Annual Meeting. Your attendance at the Annual Meeting alone will not revoke any proxy.

If your shares are held in an account at a broker or other nominee, you should contact your broker or other nominee to change your vote.

Q: How do Messrs. Nelson Peltz and Peter W. May intend to vote?

A: The Company has been informed that the 101,274,344 shares of Class A Common Stock beneficially owned as of the record date by Nelson Peltz and Peter W. May representing, in the aggregate, approximately 22% of votes entitled to be cast at the Annual Meeting, will be voted in accordance with the recommendation of the Board of Directors **FOR** the election of each of the twelve (12) nominees for director and **FOR** Proposals 2, 3, 4, 5, 6, 7, and 8.

Q: Whom should I call with questions?

A: Please call Innisfree M&A Incorporated, the Company s proxy solicitor, at (877) 750-9498 with any questions about the Annual Meeting. Banks and brokers can call collect at (212) 750-5833.

PROPOSAL 1.
ELECTION OF DIRECTORS
(Item 1 on the Company s Proxy Card)

Each of the twelve nominees, if elected, will hold office until the next annual meeting of the Company s stockholders and until his or her successor is elected and qualified or until his or her prior death, resignation or removal.

The persons named in the accompanying proxy will vote for the election of the nominees named below unless a Wendy s/Arby s stockholder directs otherwise. Each nominee has consented to be named and to continue to serve if elected. If any of the nominees become unavailable for election for any reason, the proxies will be voted for the other nominees and for any substitutes.

Nominees for Director

There are currently twelve directors on the Board of Directors.

It is recommended that the twelve nominees named below be elected as directors of the Company. All of the twelve nominees are presently serving as directors of the Company and all except Ms. Hill and Mr. Lewis were elected directors at the Company s annual meeting of stockholders held on September 15, 2008. Ms. Hill and Mr. Lewis were directors of Wendy s International, Inc. (Wendy s), and were appointed as directors of Wendy s/Arby s upon the Company s merger with Wendy s, in accordance with the terms of the merger agreement. Each member of the Board of Directors serves until the next annual meeting of the Company s stockholders and until such director s successor is duly chosen and qualified or until his or her prior death, resignation or removal. The Company is unaware of any reason why any of the nominees named herein would be unwilling or unable to serve as a director. Should, however, any nominee for director be unwilling or unable to serve at the time of the Annual Meeting or any adjournment or postponement thereof, the persons named in the proxy will vote for the election of such other person for such directorship as the Board of Directors may recommend as a substitute.

Certain information regarding each person nominated by the Board of Directors, including his or her principal occupation during the past five years and current directorships, is set forth below. Unless otherwise indicated, all nominees have had the indicated principal occupations for the past five years.

Name of Director	Business Experience During Past Five Years, Age and Other Information
Nelson Peltz	Mr. Peltz has been a director of the Company since April 1993 and non-executive Chairman since June 2007. He also served as Chairman and Chief Executive Officer of the Company and as a director or manager and officer of certain of the Company s subsidiaries from April 1993 through June 2007. Additionally, Mr. Peltz has been Chief Executive Officer and a founding partner of Trian Fund Management, L.P. (Trian Partners), a management company for various investment funds and accounts, since November 2005. Mr. Peltz has also been Chairman of the Board of Trian Acquisition I Corp. since its inception in October 2007. Trian Acquisition I Corp. is a publicly traded blank check company formed to effect a business combination. From its formation in

7

Name of Director	Business Experience During Past Five Years, Age and Other Information
	January 1989 to April 1993, Mr. Peltz was Chairman and Chief Executive Officer of Trian Group, Limited Partnership (Trian Group), which provided investment banking and management services for entities controlled by Mr. Peltz and Mr. May. From 1983 to December 1988, he was Chairman and Chief Executive Officer and a director of Triangle Industries, Inc. (Triangle), which, through wholly-owned subsidiaries, was, at that time, a manufacturer of packaging products, copper electrical wire and cable and steel conduit and currency and coin handling products. Mr. Peltz has also served as a director of H.J. Heinz Company since September 2006. Mr. Peltz is the father-in-law of Edward P. Garden. Mr. Peltz is 66 years of age.
Peter W. May	Mr. May has been a director of the Company since April 1993 and has served as non-executive Vice Chairman since June 2007. He served as the President and Chief Operating Officer of the Company and also as a director or manager and officer of certain of the Company s subsidiaries from April 1993 through June 2007. Additionally, Mr. May has been President and a founding partner of Trian Partners since November 2005. Mr. May has also been Vice Chairman and a Director of Trian Acquisition I Corp. since its inception in October 2007. From its formation in January 1989 to April 1993, Mr. May was President and Chief Operating Officer of Trian Group. He was President and Chief Operating Officer and a director of Triangle from 1983 until December 1988. Mr. May has also served as a director of Tiffany & Co. since May 2008 and of Deerfield Capital Corp. since December 2007. Mr. May is 66 years of age.
Hugh L. Carey	Mr. Carey has been a director of the Company since June 1994. He was an Executive Vice President of W.R. Grace & Co. (Grace) from 1987 through December 1995. From 1993 to December 1995, he served Grace as director of its Government Relations Division, and from 1987 until 1993, he ran Grace s office of environmental policy. Mr. Carey was the Governor of the State of New York from 1975 until 1983 and a member of Congress from 1960 until 1975. From 1991 until 1993, he was Chairman of the National Institute of Former Governors. Mr. Carey is also a director of Chinatrust Bank (U.S.A.), and a partner of Harris Beach LLP, a law firm. Mr. Carey is 89 years of age.
Clive Chajet	Mr. Chajet has been a director of the Company since June 1994. He has been Chairman of Chajet Consultancy, L.L.C., a consulting firm specializing in identity and image management, since January 1997. Prior to that time, Mr. Chajet was Chairman of Lippincott & Margulies Inc., also a consulting firm specializing in identity and

Name of Director	Business Experience During Past Five Years, Age and Other Information
	image management, from 1983 to January 1997. Mr. Chajet is 72 years of age.
Edward P. Garden	Mr. Garden has been a director of the Company since December 2004. He served as Vice Chairman from December 2004 through June 2007 and Executive Vice President from August 2003 until December 2004. Additionally, Mr. Garden has been Vice Chairman and a founding partner of Trian Partners since November 2005. Mr. Garden has also been President, Chief Executive Officer and a Director of Trian Acquisition I Corp. since its inception in October 2007. From 1999 to 2003, Mr. Garden was a managing director of Credit Suisse First Boston, where he served as a senior investment banker in the Financial Sponsors Group. From 1994 to 1999, he was a managing director at BT Alex Brown where he was a senior member of the Financial Sponsors Group and, prior to that, co-head of Equity Capital Markets. Mr. Garden is the son-in-law of Nelson Peltz. Mr. Garden is 47 years of age.
Janet Hill	Ms. Hill has been a director of the Company since September 2008. She served as a director of Wendy s from 1994 until its merger with a subsidiary of the Company in September 2008. Ms. Hill is currently Vice President of Alexander & Associates, Inc., a corporate consulting firm in Washington, D.C. She provides corporate planning, advice and analysis to directors, executives and managers in the areas of human resource planning, corporate responsibility, corporate communications and government consultation. Ms. Hill also serves as a director of Dean Foods Company and Sprint Nextel Corporation. Ms. Hill is 61 years of age.
Joseph A. Levato	Mr. Levato has been a director of the Company since June 1996. Mr. Levato served as Executive Vice President and Chief Financial Officer of the Company and certain of its subsidiaries from April 1993 to August 1996. He was Senior Vice President and Chief Financial Officer of Trian from January 1992 to April 1993. From 1984 to December 1988, he served as Senior Vice President and Chief Financial Officer of Triangle. Mr. Levato is 68 years of age.
J. Randolph Lewis	Mr. Lewis has been a director of the Company since September 2008. He served as a director of Wendy s from 2004 until its merger with a subsidiary of the Company in September 2008. Mr. Lewis is Senior Vice President, Distribution and Logistics, Walgreen Co., Deerfield, Illinois. Walgreen Co. is the nation s largest drugstore chain. Mr. Lewis joined Walgreen Co. in March, 1992 as Divisional Vice President, Logistics and Planning. He was promoted to his current position in 1999. Prior to joining Walgreen Co. he was a

Name of Director	Business Experience During Past Five Years, Age and Other Information
	partner in the consulting division of Ernst & Young. Mr. Lewis is 59 years of age.
David E. Schwab II	Mr. Schwab has been a director of the Company since October 1994. Mr. Schwab has been a Senior Counsel of Cowan, Liebowitz & Latman, P.C., a law firm, since January 1998. Prior to that time, he was a partner of Schwab Goldberg Price & Dannay, a law firm, for more than five years. Mr. Schwab also serves as Chair Emeritus of the Board of Trustees and Chair of the Executive Committee of Bard College. Mr. Schwab is 77 years of age.
Roland C. Smith	Mr. Smith has been a director and the Chief Executive Officer of the Company since June 2007, and he has also served as President of the Company and Chief Executive Officer of Wendy s since September 2008. Mr. Smith served as the Chief Executive Officer of Arby s Restaurant Group, Inc. (ARG) from April 2006 to September 2008. Mr. Smith also served as President of ARG from April 2006 to June 2006. Mr. Smith served as President and Chief Executive Officer of American Golf Corporation and National Golf Properties from February 2003 to November 2005. Prior thereto, Mr. Smith served as President and Chief Executive Officer of AMF Bowling Worldwide, Inc. from April 1999 to January 2003. Mr. Smith served as President and Chief Executive Officer of ARG s predecessor, Arby s, Inc., from February 1997 to April 1999. Mr. Smith also serves as a director of Carmike Cinemas, Inc. Mr. Smith is 54 years of age.
Raymond S. Troubh	Mr. Troubh has been a director of the Company since June 1994. He has been a financial consultant since prior to 1989. Mr. Troubh is a director of Diamond Offshore Drilling, Inc., General American Investors Company and Gentiva Health Services, Inc. Mr. Troubh is 82 years of age.
Jack G. Wasserman	Mr. Wasserman has been a director of the Company since March 2004. Mr. Wasserman has practiced law as a solo practitioner since September 2001. Prior to that time, he was a senior partner of Wasserman, Schneider, Babb & Reed (and its predecessors) from 1966 until September 2001. Mr. Wasserman serves as a director of Icahn Enterprises G.P., Inc., the general partner of Icahn Enterprises L.P., and Cadus Inc. Mr. Wasserman is 72 years of age.

THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE FOR THE ELECTION OF THE TWELVE NOMINEES FOR DIRECTOR IN THIS PROPOSAL 1

EXECUTIVE OFFICERS

The following table sets forth certain information regarding the current executive officers of the Company, all of whom are U.S. citizens.

Name	Age	Positions
Roland C. Smith	54	Director; President and Chief Executive Officer
Stephen E. Hare	55	Senior Vice President and Chief Financial Officer
J. David Karam	50	President, Wendy s International, Inc.
Thomas A. Garrett	47	President and Chief Executive Officer Arby s Restaurant Group, Inc.
Sharron L. Barton	57	Senior Vice President and Chief Administrative Officer
Nils H. Okeson	43	Senior Vice President, General Counsel and Secretary
John D. Barker	46	Senior Vice President and Chief Communications Officer
Steven B. Graham	55	Senior Vice President and Chief Accounting Officer

Set forth below is certain additional information concerning the persons listed above (other than Mr. Smith, for whom such information has been provided under Nominees for Director, above).

Stephen E. Hare has served as Senior Vice President and Chief Financial Officer of the Company since September 2007. Mr. Hare also serves as Chief Financial Officer of ARG, a position he has held since June 2006, and as Chief Financial Officer of Wendy s, a position he has held since December 2008. Previously, he served as Executive Vice President of Cadmus Communications Corporation (Cadmus) and President of Publisher Services Group, a division of Cadmus, from January 2003 to June 2006. Prior thereto, Mr. Hare served as Executive Vice President, Chief Financial Officer of Cadmus from September 2001 to January 2003.

J. David Karam has served as President of Wendy s since September 2008. From 1989 to September 2008, Mr. Karam served as the President of Cedar Enterprises, Inc., a 133-unit franchisee of Wendy s that has operations in Las Vegas, San Antonio, Indianapolis, Seattle and Hartford. Mr. Karam served as Vice President of Finance for Cedar Enterprises, Inc. from 1986 to 1989. Prior to joining Cedar Enterprises, Inc. Mr. Karam was a Senior Auditor with Touche Ross & Company.

Thomas A. Garrett has served as President and Chief Executive Officer of ARG since September 2008. He served as Executive Vice President and Chief Operating Officer of the Company from September 2007 to September 2008. Mr. Garrett also served as President and Chief Operating Officer of ARG from June 2006 to September 2008. Mr. Garrett served as Chief Operating Officer of ARG following the Company s acquisition of RTM Restaurant Group, Inc. (RTM) in July 2005 to June 2006. From June 2003 to July 2005, Mr. Garrett served as President of RTM, and from May 2000 to June 2003, he served as Chief Operating Officer of RTM.

Sharron L. Barton has served as Chief Administrative Officer of the Company since September 2008. She has also served as Chief Administrative Officer of ARG since July 2005. Prior thereto, she served as RTM s Senior Vice President, General Counsel and Chief Administrative Officer from June 2001 to July 2005. Ms. Barton began her career with RTM in 1977.

Nils H. Okeson has served as Senior Vice President and Secretary of the Company since September 2007. Mr. Okeson served as Associate General Counsel of the Company from September 2007 through December 2007, and he has served as General Counsel since then. Mr. Okeson also serves as General Counsel of ARG, a position he has held since October 2005, and as General Counsel of

11

Wendy s, a position he has held since September 2008. Prior to joining ARG, he was a partner of Alston & Bird, LLP, a law firm he joined in 1990.

John D. Barker has served as Senior Vice President and Chief Communications Officer of the Company since September 2008. Mr. Barker previously served as Senior Vice President, Corporate Affairs and Investor Relations at Wendy s, and joined Wendy s in May 1996 as Vice President of Investor Relations. Mr. Barker was Manager of Investor Relations and Financial Communications for American Greetings Corp. in Cleveland from 1992 to 1996. He held positions as a business editor for The Plain Dealer newspaper in Cleveland, Business Editor for The Beaver County Times near Pittsburgh, and News Desk Editor for The Observer-Reporter in Washington, PA. Mr. Barker is a trustee of the Dave Thomas Foundation for Adoption.

Steven B. Graham has served as Senior Vice President and Chief Accounting Officer of the Company since September 2007. Mr. Graham also serves as Senior Vice President, Corporate Controller of ARG, a position he has held since January 2007, and as Senior Vice President and Chief Accounting Officer of Wendy s, a position he has held since February 2009. From October 2006 through December 2006, he served as Vice President, Assistant Corporate Controller of ARG. Mr. Graham served as Corporate Controller at Princeton Review LLC from April 2004 to September 2006. Prior thereto, he served as Vice President Controller of Sbarro, Inc. from January 2000 to March 2004 and as Controller of Sbarro, Inc. from April 1994 to January 2000.

The term of office of each executive officer is until the organizational meeting of the Board following the next annual meeting of Wendy s/Arby s stockholders and until his or her successor is elected and qualified or until his or her prior death, resignation or removal.

CORPORATE GOVERNANCE

Independence of Directors

Under the New York Stock Exchange s listing requirements, the Board of Directors must have a majority of directors who meet the criteria for independence required by the New York Stock Exchange. Pursuant to Wendy s/Arby s Corporate Governance Guidelines (the Corporate Governance Guidelines), the Board is to determine whether each director satisfies the criteria for independence based on all of the relevant facts and circumstances. No director qualifies as independent unless the Board of Directors affirmatively determines that such director has no material relationship with the Company. In accordance with the New York Stock Exchange listing requirements and the Corporate Governance Guidelines, the Board of Directors has adopted categorical standards (Independence Standards) to assist it in determining the independence of Wendy s/Arby s directors. Pursuant to the Independence Standards, any relationship described below will be deemed to be material if:

the director is, or has been within the last three years, an employee of Wendy s/Arby s, or an immediate family member of the director is, or has been within the last three years, an executive officer of Wendy s/Arby s;

the director has received, or has an immediate family member who has received, during any twelve-month period within the last three years, more than $120,000 in direct compensation from Wendy s/Arby s as an executive officer, other than director and committee fees and pension or other forms of deferred compensation for prior service (provided that such compensation is not contingent in any way on continued service);

(i) the director is a current partner or employee of a firm that is Wendy s/Arby s internal or external auditor; (ii) the director has an immediate family member who is a current partner of such a firm; (iii) the director has an immediate family member who is a current employee of such a firm and personally works on Wendy s/Arby s audit; or (iv) the director or an immediate family member of the director was within the last three years (but is no longer) a partner or employee of such a firm and personally worked on Wendy s/Arby s audit within that time;

the director or an immediate family member of the director is, or has been within the last three years, employed as an executive officer of another company where any of Wendy s/Arby s present executive officers at the same time serves or served on the compensation committee of that company s board of directors;

the director is a current employee, or an immediate family member of the director is a current executive officer, of another company that has made payments to, or received payments from, Wendy s/Arby s for property or services in an amount that, in any of the last three fiscal years, exceeds the greater of $1.0 million or 2% of such other company s consolidated gross revenues. Both the payments and the consolidated gross revenues to be measured will be those of such other company s last completed fiscal year. Also, the three year look-back period referred to above applies only to the financial relationship between Wendy s/Arby s and the director s or immediate family member s current employer (i.e., former employment of the director or immediate family member need not be considered); or

the director, or an immediate family member of the director, is employed as an executive officer of a non-profit organization, foundation or university to which, within the last three years, Wendy s/Arby s has made discretionary contributions (excluding for this purpose matching funds paid by Wendy s/Arby s as a result of contributions by Wendy s/Arby s directors and employees) that, in any fiscal year of such non-profit organization, foundation or university, exceeded the greater of $1.0 million or 2% of such entity s consolidated gross revenues.

The foregoing clauses are to be interpreted by the Board of Directors taking into account any commentary or other guidance provided by the New York Stock Exchange with respect to Section 303A of the New York Stock Exchange Listed Company Manual.

The Independence Standards further provide that the relationship between Wendy s/Arby s and an entity for which a director serves solely as a non-management director is not material. The Independence Standards also provide that employment as an interim Chairman or CEO or other executive officer will not disqualify a director from being considered independent following that employment. In addition, any other relationship not described above will not be deemed material unless (i) the director would have thereby a direct or indirect material interest within the meaning of Item 404(a) of Regulation S-K and the material terms of the relationship were materially more favorable than those that would be offered at the time and in comparable circumstances to persons unaffiliated with Wendy s/Arby s or (ii) the Board of Directors, in exercising its judgment in light of all the facts and circumstances, determines that the relationship should be considered to be material and to affect the independence of the director in question. For purposes of the Independence Standards, the term Company includes any subsidiary in Wendy s/Arby s consolidated group.

In March 2009, the Nominating and Corporate Governance Committee and the Board of Directors considered and reviewed the various commercial and charitable transactions and relationships identified through directors responses to annual questionnaires that they are required to complete, as well as data collected by management and presented to the Nominating and Corporate Governance Committee and to the Board of Directors related to transactions during the last three years between Wendy s/Arby s and a director, immediate family member of a director or business or charitable affiliate of a director. As a result of this review, the Board of Directors determined that none of the identified transactions or relationships with Messrs. Carey, Chajet, Levato, Lewis, Schwab, Troubh and Wasserman, and Ms. Hill, was material and that each of such nominees is independent of Wendy s/Arby s. In making its independence determinations, the Board considered the following transactions that occurred during the last three years, each of which, as noted above, was deemed not to be material: for Mr. Chajet, contributions to a charity for which he or his spouse serves as a director; for Ms. Hill, payments for telecommunications services from Sprint Nextel Corporation, for which she serves as a director; and for Mr. Troubh, contributions to a charity for which his spouse serves as a director.

As indicated in Ms. Hill s biographical information above, she is also a director of Dean Foods Company, which is one of the leading food and beverage companies in the United States. Both Wendy s and Arby s, through independent distributors, purchase products of Dean Foods Company.

Board Meetings and Certain Committees of the Board

Thirteen meetings of the full Board of Directors were held during the fiscal year ended December 28, 2008. Each incumbent director who served on the Board of Directors in 2008 and is a nominee for reelection, attended at least 75% or more of the meetings of the Board of Directors and its committees, as applicable, in 2008. While the Company does not have a formal policy requiring them to do so, directors are expected to attend the Company s annual meeting of stockholders. All persons then serving as directors attended the 2008 Annual Meeting of Stockholders.

The Company has standing audit, nominating and corporate governance and compensation committees whose current functions and members are described below. As noted above, the Board of Directors has determined that each of the current members of such committees is independent as required by the New York Stock Exchange listing requirements. In addition, the Company has standing ERISA, capital and investment, corporate social responsibility and executive committees, the current functions and members of which are also described below. It is anticipated that at its first meeting following the Annual Meeting, the Board will designate the directors to serve on each of these committees until the next annual meeting of stockholders.

Audit Committee. The Audit Committee is composed of Messrs. Joseph A. Levato (Chairman), David E. Schwab II, Raymond S. Troubh and Jack G. Wasserman. The primary purpose of the Audit Committee is to assist the Board of Directors in fulfilling its oversight responsibility relating to: (i) the integrity of the Company s financial statements and financial reporting process, the Company s systems of internal accounting and financial controls and other financial information provided by the Company; (ii) the performance of the internal audit function; (iii) the annual independent audit of the Company s financial statements, the engagement of the independent registered public accounting firm and the evaluation of the independent registered public accounting firm s qualifications, independence and performance; (iv) the compliance by the Company with legal and regulatory requirements, including the Company s disclosure controls and procedures; (v) the evaluation of risk assessment and risk management policies; and (vi) the fulfillment of the other responsibilities set out in its charter. The Board of Directors has determined that each of the committee members are financially literate and at least one member, Mr. Levato, qualifies as an audit committee financial expert within the meaning of the regulations of the Securities and Exchange Commission. The Audit Committee met fifteen times during 2008. The formal report of the Audit Committee with respect to fiscal year 2008 begins on page 51.

Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee is composed of Messrs. Raymond S. Troubh (Chairman), Hugh L. Carey and David E. Schwab II, and Ms. Janet Hill. This committee is charged with the responsibility of: (i) identifying individuals qualified to become members of the Board of Directors, consistent with any guidelines and criteria approved by the Board of Directors; (ii) considering and recommending director nominees for the Board to select in connection with each annual meeting of stockholders; (iii) considering and recommending nominees for election to fill any vacancies on the Board of Directors and to address related matters; (iv) developing and recommending to the Board of Directors corporate governance principles applicable to the Company; and (v) overseeing an annual evaluation of the Board of Directors and management s performance.

The Board of Directors has adopted general criteria for nomination to the Board of Directors, which, as part of the Corporate Governance Guidelines, can be found on Wendy s/Arby s website at www.wendysarbys.com. The Board of Directors seeks members from diverse professional and personal backgrounds who combine a broad spectrum of experience and expertise with a reputation for integrity. The Board s assessment of potential candidates includes consideration of diversity, age, educational background, other board experience and commitments, business and professional achievements, skills and experience in the context of the needs of the Board. The Nominating and Corporate Governance Committee considers suggestions from any source, including stockholders, regarding possible candidates for directors. Possible candidates who have been suggested by stockholders are evaluated by the Nominating and Corporate Governance Committee in the same manner as are other possible candidates.

The Nominating and Corporate Governance Committee has adopted the following rules with respect to considering nominations by stockholders: (i) the nominating stockholder must have owned, for at least six months prior to the date the nomination is submitted, shares of Class A common stock or other classes of common or preferred stock, if any, entitled to vote for directors; (ii) the nomination must be received by the Nominating and Corporate Governance Committee at least 120 days before the anniversary of the mailing date for proxy material mailed in connection with the previous year s annual meeting; and (iii) a detailed statement setting forth the qualifications, as well as the written consent, of each party nominated must accompany each nomination submitted. The Nominating and Corporate Governance Committee met once during 2008.

Compensation Committee and Performance Compensation Subcommittee. The Compensation Committee is composed of Messrs. David E. Schwab II (Chairman), Clive Chajet, Joseph A. Levato, J. Randolph Lewis and Jack G. Wasserman. The Compensation Committee is charged with discharging the responsibility of the Board of Directors relating to compensation of Wendy s/Arby s directors and executive officers, administering the Company s Amended and Restated 1997 Equity Participation Plan (the 1997 Plan), such other salary, compensation or incentive plans as the Compensation Committee is designated to administer, and related matters. The Compensation Committee met seven times during 2008, each time in a joint meeting with the Performance Compensation Subcommittee.

The Performance Compensation Subcommittee (the Subcommittee or the Performance Committee) is composed of Messrs. David E. Schwab II (Chairman), Clive Chajet, J. Randolph Lewis and Jack G. Wasserman. The Subcommittee was established in August 1997 to assume certain functions that were previously the responsibility of the Compensation Committee. The purpose of the

Subcommittee is limited to administering Wendy s/Arby s compensation plans that are intended to meet the requirements of Section 162(m) of the Internal Revenue Code of 1986, as amended (the Code), including the Amended and Restated 1998 Equity Participation Plan (the 1998 Plan), the Amended and Restated 2002 Equity Participation Plan, as amended (the 2002 Plan), the 1999 Executive Bonus Plan (the 1999 Executive Bonus Plan or the 1999 Plan), certain Wendy s legacy equity plans, such other salary, compensation or incentive plans as the Subcommittee is designated to administer, and related matters. The Subcommittee met ten times in 2008, including seven times in joint meetings with the Compensation Committee.

The processes and procedures that are employed in connection with the consideration and determination of the compensation of Wendy s/Arby s executives are discussed in the section below entitled, Corporate Governance Matters Activities of the Compensation Committee.

Charters for the Audit Committee and the Nominating and Corporate Governance Committee, the joint charter for the Compensation Committee and Performance Committee, as well as the Corporate Governance Guidelines and Wendy s/Arby s Code of Business Conduct and Ethics (including code of ethics provisions that apply to Wendy s/Arby s principal executive, financial and accounting officers) may be found under the Investor Relations section of Wendy s/Arby s website at www.wendysarbys.com and are also available in print, free of charge, to any stockholder who requests them.

ERISA Committee. The ERISA Committee is composed of Messrs. Hugh L. Carey (Chairman) and Joseph A. Levato. This committee has general oversight responsibility with respect to the operation of each pension, profit sharing, thrift or other retirement plan and each ERISA welfare benefit plan maintained by the Company or any direct or indirect subsidiary of the Company that is at least 80% owned by the Company, excluding any plan of a subsidiary that is organized under the laws of a jurisdiction other than the United States or a state or territory thereof and the plans of which are not subject to ERISA.

Capital and Investment Committee. In August 2007, in connection with a corporate restructuring, the Board formed a Capital and Investment Committee to be responsible for (i) approving the investment of excess funds (*i.e.*, funds not currently required for operations or acquisitions) of Wendy s/Arby s and its direct and indirect subsidiaries and (ii) exercising approval authority for certain transactions (such as capital expenditures, acquisitions, dispositions and borrowings) within amounts specified by the Board. The Capital and Investment Committee is composed of Messrs. Nelson Peltz (Chairman), Peter W. May and Roland C. Smith.

Corporate Social Responsibility Committee. In January 2008, the Board formed a Corporate Social Responsibility Committee with responsibility for reviewing and approving the charitable contributions to be made on behalf of Wendy s/Arby s (subject to the review and approval by the Audit Committee of any proposed charitable contribution that would constitute a related party transaction) and recommending to the Board such changes to the maximum amount of charitable contributions that may be made by Wendy s/Arby s in any fiscal year as such committee may deem appropriate. The Corporate Social Responsibility Committee is composed of Messrs. Nelson Peltz (Chairman), Peter W. May and Joseph A. Levato.

Executive Committee. The Executive Committee is composed of Messrs. Nelson Peltz (Chairman), Hugh L. Carey, Clive Chajet and Peter W. May. During intervals between meetings of the Board of Directors, the Executive Committee has and may exercise all the powers and authority of the Board in the management of the business and affairs of the Company including, without limitation, all such powers and authority as may be permitted under Section 141(c)(2) of the Delaware General Corporation Law.

Executive Sessions of the Board of Directors

The Board of Directors holds executive sessions whereby non-management directors meet in regularly scheduled sessions without any members of the Company s management present. Mr. Nelson Peltz or, in his absence, Mr. Peter W. May, presides over these sessions. In addition, the Board also meets at least once a year in executive session with only independent directors present. The chairpersons of the Audit Committee, the Compensation Committee and the Nominating and Corporate Governance Committee rotate presiding over these sessions.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities Exchange Act of 1934, as amended (the Exchange Act), requires the Company s directors, executive officers, and persons who own more than 10% of the Company s common stock, to file reports of ownership and changes in ownership on Forms 3, 4 and 5 with the Securities and Exchange Commission and the New York Stock Exchange. Directors, executive officers and greater than 10% stockholders are required by Securities and Exchange Commission regulations to furnish the Company with copies of all Forms 3, 4 and 5 they file.

Based solely on the Company s review of the copies of such forms it has received, including amendments thereto, or written representations from certain reporting persons regarding Form 5s required for those persons, the Company believes that all its directors, executive officers and greater than 10% beneficial owners complied with all filing requirements applicable to them with respect to 2008, with three exceptions. During 2008 it was determined that the following were inadvertently filed late: (i) a Form 4 filed on January 30, 2008, reporting the issuance of shares to Russell V. Umphenour, Jr. (then a director of the Company) pursuant to the 2002 Plan in lieu of a retainer fee that would otherwise be payable in cash; (ii) a Form 4 filed on January 31, 2008, reporting the issuance of shares to Mr. Schwab pursuant to the 2002 Plan in lieu of a retainer fee that would otherwise be payable in cash; and (iii) a Form 4 filed on April 18, 2008, reporting forfeiture of unvested performance-based restricted stock resulting from elimination of a cumulative catch-up feature in a March 26, 2007 restricted stock award to Mr. Smith.

VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

The following table sets forth the beneficial ownership as of March 31, 2009 by each person known by the Company to be the beneficial owner of more than 5% of the outstanding shares of Class A Common Stock (constituting the only class of voting capital stock of the Company), each person that served as a director of the Company as of the date of this Proxy Statement and each nominee for director of the Company, each of the Company s named executive officers (as defined in the Introduction to the Summary Compensation Table below) and all of the Company s directors and executive officers as a group. Except as otherwise indicated, each person has sole voting and dispositive power with respect to such shares.

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percentage of Class Beneficially Owned
Nelson Peltz	101,070,994 (1)(2)(3)(4)	21.5 %
280 Park Avenue		
New York, NY 10017		
Peter W. May	100,964,179 (1)(2)(3)(4)	21.5 %
280 Park Avenue		
New York, NY 10017		
Edward P. Garden	76,827,134 (3)(4)	16.4 %
280 Park Avenue		
New York, NY 10017		
Trian Partners, L.P.	76,623,145 (4)	16.3 %
280 Park Avenue		
New York, NY 10017		
Pershing Square Capital Management, L.P.	47,044,509 (5)	10.0 %
888 Seventh Avenue, 42nd Floor		
New York, NY 10019		
Barclays Global Investors, NA	23,993,770 (6)	5.1 %
45 Fremont Street, 17th Floor		
San Francisco, CA 94105		
Hugh L. Carey	138,744	*
Clive Chajet	125,422 (7)	*
Janet Hill	126,670	*
Joseph A. Levato	114,905	*
J. Randolph Lewis	95,225 (8)	*
David E. Schwab II	181,710	*
Roland C. Smith	521,742 (9)	*
Raymond S. Troubh	168,000	*
Jack G. Wasserman	89,000	*
Stephen E. Hare	96,183 (10)	*
Thomas A. Garrett	1,250,661 (11)	*
Sharron L. Barton	254,139 (12)	*
Nils H. Okeson	78,207 (13)	*
Directors and Executive Officers as a group (19 persons)	105,053,883	22.4 %

* Less than 1%

(1) Wendy s/Arby s is informed that: (i) Mr. Peltz has pledged 15,901,582 shares of Class A Common Stock to a financial institution to secure loans made to him; and (ii) Mr. May has pledged 8,220,114 shares of Class A Common Stock owned by him to a financial institution to secure loans made to him.

(2) In July 2004, Messrs. Peltz and May entered into a voting agreement, pursuant to which Messrs. Peltz and May agreed not to vote certain shares of Class A Common Stock held by them or their affiliates without the prior approval of both parties. Accordingly,

the information set forth in the table above with respect to Messrs. Peltz and May aggregates their respective ownership interests.

(3) Includes (x) in the case of Mr. Peltz, (i) 70,650 shares of Class A Common Stock owned by a family limited partnership of which Mr. Peltz is a general partner, (ii) 600 shares of Class A Common Stock owned by Mr. Peltz s minor children, (iii) 238,915 shares of Class A Common Stock owned by the Peltz Family Foundation and (iv) 76,623,145 shares of Class A Common Stock owned by the Trian entities identified in note (4) below; (y) in the case of Mr. May, (i) 203,350 shares of Class A Common Stock owned by the May Family Foundation and (ii) 76,623,145 shares of

Class A Common Stock owned by those Trian entities; and (z) in the case of Mr. Garden, 76,623,145 shares of Class A Common Stock owned by those Trian entities. Messrs. Peltz, May and Garden, by virtue of their relationships to those Trian entities, may be deemed to have shared voting power and shared dispositive power with regard to, and therefore may be deemed to beneficially own, the shares of Class A Common Stock owned by those Trian entities. Each of Messrs. Peltz, May, and Garden disclaims beneficial ownership of such shares.

(4) The information set forth herein with respect to Trian Partners,

L.P. (Trian Onshore), Trian Partners Master Fund, L.P. (Trian Master Fund), Trian Partners Parallel Fund I, L.P., (Parallel Fund I), Trian Partners Parallel Fund II, L.P. (Parallel Fund II), Trian Partners GP, L.P. (Trian GP), Trian Partners General Partner, LLC (Trian GP LLC), Trian Partners Parallel Fund I General Partner, LLC (Parallel Fund I GP), Trian Partners Parallel Fund II GP, L.P. (Parallel Fund II GP), Trian Partners Parallel Fund II General Partner, LLC (Parallel Fund II LLC), Trian Fund Management, L.P. (Trian Management), and Trian Fund Management GP, LLC (Trian Management

GP) is based solely on information contained in a Schedule 13D filed with the Securities and Exchange Commission on April 1, 2009. According to the Schedule 13D, Trian Onshore directly owns 19,578,427 shares of Class A Common Stock, Trian Master Fund directly owns 54,673,668 shares of Class A Common Stock, Parallel Fund I directly owns 1,919,315 shares of Class A Common Stock, Parallel Fund II directly owns 426,414 shares of Class A Common Stock and Trian GP directly owns 25,321 shares of Class A Common Stock.

Each of Trian Onshore, Trian Master Fund, Parallel Fund I, Parallel Fund II and Trian GP beneficially and directly owns and has sole voting power and sole dispositive power with regard to 19,578,427, 54,673,668, 1,919,315, 426,414 and 25,321 shares of Class A Common Stock, respectively, in each case except to the extent that other filing persons described in the Schedule 13D may be deemed to have shared voting power and shared dispositive power with regard to such shares.

Each of Trian GP, Trian GP LLC, Trian Management, Trian Management GP, and Messrs. Peltz, May, and Garden, by virtue of their relationships to Trian Onshore and Trian Master Fund, may be deemed to have shared voting power and shared dispositive power with regard to, and therefore may be deemed to beneficially own, all of the shares of Class A Common Stock that Trian Onshore and Trian Master Fund directly and beneficially own. Each of Trian GP, Trian GP LLC, Trian Management, Trian Management GP, and Messrs. Peltz, May and Garden, disclaims beneficial ownership of such shares for all other purposes. Each of Parallel Fund I GP, Trian Management, Trian Management GP, and Messrs. Peltz, May and Garden, by virtue of their relationships to Parallel Fund I, may be deemed to have shared voting power and shared dispositive power with regard to, and therefore may be deemed to beneficially own, all of the shares of Class A Common Stock that Parallel Fund I directly and beneficially owns. Each of Parallel Fund I GP, Trian Management, Trian Management GP, and Messrs. Peltz, May, and Garden disclaims beneficial ownership of such shares for all other purposes. Each of Parallel Fund II LLC, Parallel Fund II GP, Trian Management, Trian Management GP, and Messrs. Peltz, May and Garden, by virtue of their relationships to Parallel Fund II may be deemed to have shared voting power and shared dispositive power with regard to, and therefore may be deemed to beneficially own, all of the shares of Class A Common Stock that Parallel Fund II directly and beneficially owns. Each of Parallel Fund II LLC, Parallel Fund II GP, Trian Management, Trian Management GP, and Messrs. Peltz, May and Garden disclaims beneficial ownership of such shares for all other purposes. Each of Trian GP LLC, Trian Management, Trian Management GP, and Messrs. Peltz, May and Garden, by virtue of their relationships with Trian GP, may be deemed to beneficially own, all of the shares of Class A Common Stock that Trian GP directly and beneficially owns. Each of Trian GP LLC, Trian Management, Trian Management GP, and Messrs. Peltz, May and Garden disclaims beneficial ownership of such shares for all other purposes.

(5) The information set forth herein with respect to Pershing Square Capital Management, L.P. (Pershing Square Capital), PS Management GP, LLC (PS Management), Pershing Square GP, LLC (Pershing Square GP), and William A. Ackman (Ackman) is based solely on information contained in a

Schedule 13G/A filed with the Securities and Exchange Commission on February 17, 2009. According to the Schedule 13G/A, (a) Pershing Square Capital serves as investment advisor to Pershing Square, L.P. (Pershing Square), Pershing Square II, L.P. (Pershing Square II), and Pershing Square International, Ltd. (Pershing Square International) with respect to Class A Common Stock directly owned by Pershing Square, Pershing Square II, and Pershing Square International. Pershing Square Capital, its general partner, PS Management GP, LLC (PS Management), Pershing Square GP, LLC (Pershing

Square GP), the general partner of each of Pershing Square and Pershing Square II, and Ackman, the managing member of each of PS Management and Pershing Square GP has shared voting and dispositive power over 47,044,509 shares of Class A Common Stock, and (b) Pershing Square GP has shared voting and dispositive power over 16,570,206 shares of Class A Common Stock.

(6) The information set forth herein with respect to Barclays Global Investors, N.A. (Barclays), and certain other entities listed in a Schedule 13G filed with the Securities and Exchange Commission on February 5, 2009, is based solely on

information contained in such Schedule 13G. According to the Schedule 13G, Barclays has sole voting power over 8,475,193 shares of Class A Common Stock and sole dispositive power over 9,764,051 shares of Class A Common Stock; Barclays Global Fund Advisors has sole voting power over 11,015,417 shares of Class A Common Stock and sole dispositive power over 13,376,057 shares of Class A Common Stock; and Barclays Global Investors, Ltd. has sole voting power over 568,449 shares of Class A Common Stock and sole dispositive power over 853,662 shares of Class A Common

Stock.

(7) Includes 3,900 shares of Wendy s/Arby s Class A common owned by Mr. Chajet s wife, as to which shares Mr. Chajet disclaims beneficial ownership.

(8) Includes 11,050 shares of Wendy s/Arby s Class A Common Stock owned by a trust, as to which shares Mr. Lewis disclaims beneficial ownership.

(9) Includes 116,667 restricted shares of Class A Common Stock that may be voted by Mr. Smith.

(10) Includes 20,000 restricted shares of Class A Common Stock that may be voted by Mr. Hare.

(11)

Includes 25,000 restricted shares of Class A Common Stock that may be voted by Mr. Garrett.

(12) Includes 8,333 restricted shares of Class A Common Stock that may be voted by Ms. Barton.

(13) Includes 16,666 restricted shares of Class A Common Stock that may be voted by Mr. Okeson.

The beneficial ownership table above includes shares issuable upon the exercise of options to purchase shares of Class A Common Stock that have vested or will vest within 60 days of March 31, 2009 by the following persons:

Name of Beneficial Owner	Number of Shares Represented by Options
Nelson Peltz	0
Peter W. May	0
Hugh L. Carey	99,000
Clive Chajet	99,000
Edward P. Garden	0
Janet Hill	44,854
Joseph A. Levato	99,000
J. Randolph Lewis	44,854
David E. Schwab II	99,000
Roland C. Smith	353,334
Raymond S. Troubh	99,000
Jack G. Wasserman	87,000
Stephen E. Hare	73,334
Thomas A. Garrett	670,993
Sharron L. Barton	40,400
Nils H. Okeson	59,166
Directors and Executive Officers as a group (19 persons)	2,069,811

CORPORATE GOVERNANCE MATTERS ACTIVITIES OF THE COMPENSATION COMMITTEE

Scope of Authority of the Compensation Committee

The Compensation Committee (Compensation Committee) of the Company s Board of Directors discharges the responsibility of the Board of Directors on compensation matters relating to the Company s directors and executive officers.

The Compensation Committee has responsibility for reviewing and approving the goals and objectives for compensating the Company s Chief Executive Officer (the Company s CEO) and for evaluating the performance of the Company s CEO and determining and approving the compensation level of the Company s CEO based on such evaluation. The Compensation Committee also reviews and approves the compensation of other executive officers of the Company, considering the performance of such executive officers. The Compensation Committee reviews and approves the overall compensation policy for the Company s executive officers, including the use of employment agreements, severance plans and arrangements, deferred compensation plans and other executive benefits and perquisites, incentive programs and equity based plans. The Compensation Committee also has the authority to review and approve the Compensation Discussion and Analysis (which is referred to as the CD&A) prepared by management and to determine whether to recommend to the Board of Directors that it be included in the Company s annual report and proxy statement.

The Compensation Committee also reviews and makes recommendations to the Board of Directors with respect to directors   compensation and perquisites.

21

The Compensation Committee, as a whole, consists of five directors (Messrs. Schwab (Chairman), Chajet, Levato, Lewis and Wasserman), all of whom the Board of Directors has determined are independent for purposes of the New York Stock Exchange rules.

The Compensation Committee has a Performance Compensation Subcommittee (which is referred to as the Performance Committee) whose purpose is to administer those Company compensation plans that are intended to meet the requirements of Section 162(m) of the Internal Revenue Code of 1986, as amended (which is referred to as the Code). The members of the Performance Committee are Messrs. Schwab (Chairman), Chajet, Lewis and Wasserman. Apart from matters within the responsibility of the Performance Committee, the Compensation Committee may not delegate its authority to any other persons.

The Compensation Committee and Performance Committee meet as needed. The meetings are chaired by the Chairman, and the Compensation Committee and Performance Committee, often in consultation with management, set their own meeting agendas. In 2008, the Compensation Committee and the Performance Committee met jointly seven times, and in addition, the Performance Committee met separately three additional times.

Each year, with respect to its administration and implementation of the 1999 Executive Bonus Plan, as discussed further in the CD&A below, the Performance Committee determines those employees that are eligible to receive awards under the plan, evaluates the achievement of the goals and objectives under such plan for the previously completed fiscal year and also establishes the financial goals and objectives for the current year.

Throughout the year the Compensation Committee or Performance Committee (as the case may be) also takes under consideration various compensation related proposals from senior management and takes action with respect to its own initiatives and its responsibilities under various compensation and benefit plans.

The Compensation Committee also makes recommendations to the Board with respect to director compensation, works with senior management to formulate succession plans, and annually reviews and reassesses the adequacy of its charter, proposing changes as necessary to the Board for approval. A current copy of the Joint Charter of the Compensation Committee and of the Performance Compensation Subcommittee is available at the Company s website (www.wendysarbys.com). The Compensation Committee is subject to the Company s Corporate Governance Guidelines, a current copy of which is also available at the Company s website.

In the course of its activities, and where appropriate for purposes under Section 162(m) of the Code, the Performance Committee may act with respect to other particular tasks relating to performance based compensation for the Company s executives.

Compensation Consultants and Outside Counsel

To help it fulfill its mission, the Compensation Committee periodically evaluates the competitiveness of the Company s executive compensation programs, using information drawn from a variety of sources, including information supplied by consultants and its own experience in recruiting and retaining executives. The Compensation Committee has the authority to retain outside advisors and consultants in connection with its activities, and has the sole authority to approve any such advisors and consultants fees. Funding for such fees is provided by the Company at a level determined by the Compensation Committee.

In March 2008, the Compensation Committee engaged Towers Perrin (the Compensation Consultant) as its outside compensation consultant. The Compensation Consultant has over the years provided compensation advice with respect to Arby s and Wendy s and is familiar with both the operations of Arby s and Wendy s and compensation matters in the restaurant industry. The Compensation Consultant reports directly to the Compensation Committee and provides assistance to the Compensation Committee in developing the Company s executive compensation programs, executive pay levels, and non-management director pay levels and generally provides advice to the Compensation Committee on executive compensation matters. Outside of the services performed for the Compensation Committee, the Compensation Consultant may perform additional consulting services for the Company, subject to prior notification to, and the approval of, the Chairman of the Compensation Committee in the case of services for senior management or services with respect to Company matters that require any material expenditures (e.g., projects exceeding $50,000).

Role of Executives in Compensation Decisions

The Company s executives play a variety of roles in assisting the Compensation Committee on compensation matters. At the commencement of the fiscal year, the CEO and Chief Financial Officer (the Company s CFO) provide the Performance Committee with proposed performance goals and objectives for that year with respect to the 1999 Executive Bonus Plan and proposed participants eligible to receive performance goal bonus awards under the plan for that year and, following the completion of the year, provide the Performance Committee with proposed bonuses calculated under the plan s terms. Under the terms of the 1999 Executive Bonus Plan, the Performance Committee may exercise negative discretion and determine to reduce any such proposed bonuses, notwithstanding the fulfillment of any or all of the performance goals. The Company s CFO provides the Performance Committee with a certificate attesting to the satisfaction of various financial performance elements under the 1999 Executive Bonus Plan with respect to the recently completed fiscal year and the proposed compensation attributable to such performance. The Company s senior management also proposes discretionary performance bonuses for other executives who do not participate in the 1999 Executive Bonus Plan.

The CEO and members of the Company s senior management with expertise in compensation, benefits, human resource and legal matters make recommendations to the Compensation Committee relating to proposed forms of employment, severance and other compensatory arrangements and compensation matters generally and present information regarding the Company s financial and operating goals and actual performance, legal developments affecting the Compensation Committee s duties and the Company s compensation plans, and information and proposals regarding employee compensation and benefits.

Upon invitation of the Compensation Committee, certain members of senior management and outside counsel to the Company attend portions of Compensation Committee and Performance Committee meetings which are not conducted in executive session.

Compensation Committee Interlocks and Insider Participation

The Compensation Committee consists of five non-management directors (Messrs. Schwab, Chajet, Levato, Lewis and Wasserman). None of these directors has ever served as an officer or employee of the Company, except that from 1993 to 1996 Mr. Levato served as Executive Vice President and Chief Financial Officer of the Company.

REPORT OF THE COMPENSATION COMMITTEE

The Compensation Committee has reviewed and discussed the following Compensation Discussion and Analysis with the Company s management, and has recommended to the Board of Directors that the Compensation Discussion and Analysis be included in the Company s annual report on Form 10-K and this proxy statement.

The Compensation Committee:

David E. Schwab II, Chairman
Clive Chajet
Joseph A. Levato
J. Randolph Lewis
Jack G. Wasserman

COMPENSATION DISCUSSION & ANALYSIS

Overview

The most recently completed fiscal year, 2008, marked the successful consummation of the merger of Wendy s and Arby s. In this Compensation Discussion and Analysis, for periods before the merger, the Company refers to Triac Companies, Inc., and Arby s Restaurant Group (Arby s), and Wendy s means Wendy s International, Inc. For periods after the merger, the Company refers to the combined operations of Arby s and Wendy s.

During this year the Compensation Committee was focused on (i) providing senior management of the Company with adequate incentives to maintain operations and effectuate the merger successfully during a period of significant economic turmoil in the markets, (ii) assisting the Company in attracting and retaining executive talent to successfully operate the expanded post-merger business and (iii) reviewing the compensation programs for the Company, post-merger, as part of an overall effort to integrate the operations of the companies and recognize synergies and savings from the merger. Compensation policies used in the past for former senior management, when the Company historically functioned both in the manner of an acquisition vehicle/private equity firm involved in the acquisition and growth of undervalued businesses, and as a manager of companies in diverse business sectors, have now been superseded by compensation policies that are consistent with the Company s focus on its restaurant business.

Objectives of Compensation Philosophy

Introduction

In determining the appropriate compensation for its executive officers (consisting of its named executive officers (namely Messrs. Smith, Hare, Okeson and Garrett and Ms. Barton) and three other senior executives), the Compensation Committee, in consultation with the Committee s Compensation Consultant, considers a number of factors: competitive market practice, relative importance of role, individual performance, compensation history (including past pay levels with the Company), internal pay equity, alignment with stockholders interests and the creation of long term stockholder value.

During 2008, the Company s executive officers operated under the general framework of the Arby s compensation structure. Historically, the total compensation package for Arby s executive officers has consisted of the following elements: base salary, annual cash incentives, long-term equity incentives and broad-based retirement and health and welfare plans. Generally, before the merger, Arby s senior management s base salary was targeted at the 50th percentile of peer group companies, and through the operation of an annual incentive plan, total annual cash compensation (consisting of base salary and target bonus) and total direct compensation (consisting of base salary, target bonus and long-term incentives) targeted at the 75th percentile. In 2008, and as further described below, the CEO and five other Arby s executive officers participated in the 1999 Executive Bonus Plan with annual incentive awards tied to the achievement of modified EBITDA, earnings per share and appreciated stock price. If target performance had been achieved in 2008 with respect to these criteria, the participant s total cash compensation would be consistent with the 75th percentile of peer company practices (as discussed below, no payments were made for 2008 in connection with awards under the 1999 Executive Bonus Plan).

The total compensation package for Wendy s executive officers historically has consisted of the following elements: base salary, annual cash incentives, long-term equity incentives and broad-based retirement and health and welfare plans. Generally, prior to the merger, Wendy s senior management s base salary compensation was targeted at the 50th percentile of peer group companies, and through the operation of an annual incentive plan, total annual cash compensation and total direct compensation was targeted at the 60th percentile for 2007 and 2008. With respect to annual incentive awards, Wendy s senior management participated in a performance-based bonus incentive plan with performance goals based on the achievement of enterprise adjusted EBITDA and net income, and individual performance.

In December 2008, applicable for 2009, the Compensation Committee has adopted an approach that contains elements of both the compensation practices of Arby s and the historical practices of Wendy s: base salary targeted at the 50th percentile of peer group companies, with total annual cash compensation targeted at the 75th percentile and total direct compensation targeted at the 60th percentile, assuming target performance with respect to the applicable incentive criteria. The Compensation Committee anticipates that during fiscal 2009 and in future years, and consistent with its charter, it will continue to review and evaluate compensation policies, with an emphasis on compensation programs that encourage senior executives to reduce operating costs and achieve synergies associated with the merger.

Elements of Compensation

Throughout 2008, the Company s overall compensation program (which is referred to as the Executive Compensation Program) was designed to achieve the Company s business objectives, with particular emphasis on attracting and retaining top quality talent in a highly competitive market, motivating the Company s executive officers during the negotiation and implementation of the merger and rewarding the Company s executive officers for successfully completing the merger. The compensation goal is to provide its executive officers with a total compensation package that at expected levels of performance and consistent with an executive s area of responsibility is generally intended to be competitive with compensation opportunities that might otherwise be available to executives of similar experience and standing in the competitive market.

There are three primary components of executive compensation: (i) base salary; (ii) annual performance-based bonus awards, including cash bonuses under the 1999 Executive Bonus Plan, and (iii) long-term equity compensation under the Company s equity plans.

During periods prior to the merger, the Company historically targeted pay against the quick serve restaurant and broader chain restaurant industry using disclosed pay practices of 20 publicly-traded companies (Legacy Proxy Peer Group) and the Chain Restaurant Compensation Association (CRCA) executive compensation surveys. The CRCA survey includes pay data on 101 restaurant companies managing 185 concepts. The data from the Legacy Proxy Peer Group and the CRCA survey was supplemented by broader retail and general industry market pay data where restaurant industry data were not available or were insufficient. The Legacy Proxy Peer Group is listed below. The Legacy Proxy Peer Group was used for determining compensation levels for Arby s executive officers in 2008, prior to the merger.

Legacy Proxy Peer Group

AFC Enterprises, Inc.	Chipotle Mexican Grill, Inc.	P.F. Chang s China Bistro, Inc.
Brinker International, Inc.	CKE Restaurants, Inc.	Ruby Tuesday, Inc.
Burger King Holdings, Inc.	Darden Restaurants, Inc.	Sonic Corp.
Cracker Barrel Old Country Store, Inc.	Denny s Corporation Bob Evans Farms, Inc.	Starbucks Corporation YUM! Brands Inc.
CEC Entertainment, Inc.	DineEquity, Inc.	
The Cheesecake Factory Incorporated	Jack In The Box Inc. McDonald s Corporation	

In December 2008, the Company made adjustments to compensation (both cash and equity) for executive officers that took into account published survey data for companies of comparable revenue operating across general industry sectors and in the retail and chain restaurant sectors, as well as proxy statement data for a peer group of 14 publicly-traded chain restaurant companies (New Proxy Peer Group). The New Proxy Peer Group was selected based on Wendy s peer group, with additions and deletions based on merger and acquisition activity, the Company s competitors and availability of public data and is listed below.

New Proxy Peer Group

Brinker International, Inc.	Darden Restaurants, Inc.	Panera Bread Company
Burger King Holdings, Inc.	Domino s Pizza, Inc.	Papa John s International, Inc.
Cracker Barrel Old Country Store, Inc.	Bob Evans Farms, Inc. Jack In The Box Inc.	Ruby Tuesday, Inc. Starbucks Corporation
CKE Restaurants, Inc.	McDonald s Corporation	YUM! Brands Inc.

Base Salary

The Company s base salary program is intended to provide base salary levels that are not subject to performance-related risk and that are competitive, in the judgment of the Compensation Committee and management, to the external market for executive talent and reflect an executive s ongoing performance. Generally, base salaries are benchmarked on average at the 50th percentile of the relevant peer group at the time. Base salaries for the Company s executives, including the named executive officers, for fiscal 2008 were established prior to the merger with Wendy s, and during fiscal 2008 base salaries for the executive officers generally remained constant until December, when new employment agreements were entered into as described below (see New Employment Agreements for the Senior Management Team.)

Annual Bonus Awards

The Company maintains various bonus plans for bonus awards to its executive officers. Annual incentive cash bonuses under the stockholder-approved 1999 Executive Bonus Plan are designed to reward and motivate those executive officers designated by the Performance Committee to be participants over a one-year time frame based on the achievement of financial and business objectives that increase the value and prospects of the Company. For fiscal 2008, all of the currently-serving named executive officers participated in the 1999 Executive Bonus Plan. Discretionary annual bonuses also may be paid to executive officers. Executive officers who have not participated in the 1999 Executive Bonus Plan have participated in operating level bonus plans tied to various operating goals (e.g. modified EBITDA) in 2008.

1999 Executive Bonus Plan

Overview

Under one part of the 1999 Executive Bonus Plan (Part II), eligible executives are designated each year by the Performance Committee to receive an annual Performance Goal Bonus Award that is tied to the achievement of various Performance Goals (i.e., objective quantifiable measures for the Company or its operating units). Part I of the 1999 Executive Bonus Plan is no longer applicable.

Under the terms of the 1999 Executive Bonus Plan, individual performance and individual contributions are not recognized as separate compensable elements, and participants are eligible for bonus compensation based only on Company results. Each year, the Performance Committee is responsible for establishing the Performance Goals in a timely manner and may exercise negative discretion with respect to the payment of all or a portion of any Performance Goal Bonus Award even if all Performance Goals have been achieved. In 2008 none of the named executives qualified for a bonus with respect to awards under the 1999 Executive Bonus Plan and consequently no such negative discretion was exercised. With respect to 2007, no negative discretion was exercised in connection with payment under the bonus awards made to Mr. Smith, who was the sole participant in 2007. During 2006 the Performance Committee exercised negative discretion with respect to bonuses payable to certain former named executive officers of the Company then eligible for such bonuses under Part II of the plan.

Under the terms of the 1999 Executive Bonus Plan no payment under Part II to any participant can exceed $5 million. Performance Goal Bonus Awards may result in payment if actual results satisfy or exceed designated Performance Goals. The size of the payment is expressed as a percentage of the participants base salary as determined by the Performance Committee, with payments keyed to various percentages of base salary, depending on the level of achievement. In cases where the Performance Committee has denominated multiple performance goals, achievement of multiple goals could result in an incentive bonus payment in excess of 100% of an executive s base salary, subject to reduction by the Performance Committee.

At the time that the Performance Goals are established for any fiscal year, the compensation that would be payable if the goals were to be achieved is intended to be qualified performance based compensation under Section 162(m) of the Code, in that the goals that are selected are substantially uncertain of being achieved at the time they are established and there can be no guarantee that all or any one of the performance goals will be satisfied based on actual fiscal year results.

With respect to Part II payments under the 1999 Executive Bonus Plan, before 2008, the Company met minimum or target levels for certain performance goals. Fiscal 2007 was the first year in which the plan included the Modified EBITDA performance goal, which was applied to Arby s operating unit results, and, based on fiscal 2007 results the level of achievement for the Arby s operating unit exceeded the minimum threshold for performance. In the case of fiscal 2008, however, target levels were not achieved with respect to the three performance goals and no amounts were paid out under the plan. Modified EBITDA is defined below under ***Performance Goal Bonus Awards,*** which is part of the section of this Proxy Statement entitled **PROPOSAL 7. REAPPROVAL OF PERFORMANCE GOAL BONUS AWARDS PORTION OF THE 1999 EXECUTIVE BONUS PLAN.**

In connection with the administration of the 1999 Executive Bonus Plan, the Company s CFO provides the Performance Committee with a certificate regarding the computation of the various components of the Part II bonus awards and the Company s outside accountants confirm the amount of the bonus awards relative to the underlying financial statement detail.

Fiscal 2008 Awards

In February 2008, the Performance Committee designated the named executive officers as participants for the 2008 plan year under the 1999 Executive Bonus Plan and, in March 2008, set the performance goal bonus targets for the 2008 plan year for each participant. In conjunction with the Committee s Compensation Consultant, and consistent with its efforts to develop performance goals under the bonus plan tailored to the business operations of Arby s, the Performance Committee established three performance metrics for determining bonus payments under the 1999 Executive Bonus Plan: (i) Modified EBITDA, which applied to Arby s operations and took into account Company-wide expenses at the corporate headquarters level (which were not associated with the Modified EBITDA target for the Arby s operating unit in 2007); (ii) Earnings Per Share (EPS); and (iii) Stock Price Appreciation on the Company s Class B common shares (SPA).

Under the terms of the 1999 Executive Bonus Plan, the Performance Committee also has the authority to adjust or modify the calculation of performance goals to take into account unusual corporate transactions or other unusual or nonrecurring events affecting the Company. In light of the anticipated accounting impact in fiscal 2008 resulting from the disposition by the Company of its interest in an asset management subsidiary unrelated to its restaurant operations and fees and expenses incurred in connection with ongoing strategic and financing matters initiated in prior years, the Performance Committee determined that the impact of such matters should be excluded from the determination of the achievement of performance goals for 2008. The intent of this adjustment was to ensure that the management team s compensation was tied to the Company s operations and results rather than to other events outside of their direct control. In addition, the Modified EBITDA, EPS and SPA targets, which were $162.4 million, $0.31 and $9.913, respectively, for fiscal 2008 were established by the Performance Committee prior to the announcement of the merger with Wendy s. Accordingly, these targets were based only on the operating and financial results for the Arby s operations and

Company-wide expenses at the corporate headquarters level, which accounted only for a part of the post-merger operations.

As adopted by the Performance Committee, each executive was assigned to a category providing for a target payout as a percentage of base salary: 100% for Mr. Smith, 90% for Mr. Garrett and 75% for the other participants. Threshold, target and maximum achievement of each of the three designated performance goals was correlated with a percentage of the executive s target payout percentage. In the case of the Modified EBITDA and EPS goals, the levels of achievement included thresholds at 85% of target (which would result in a 25% payout), target (which would result in a 50% payout) and maximum achievement at 120% of target (which would result in a 100% payout). In the case of SPA, threshold achievement was 10% appreciation (which would result in a 25% payout), target (which would result in a 50% payout) and maximum achievement (which would result in a 100% payout).

Based on the target payout percentages designated for the participants, assuming target performance for all three metrics, Mr. Smith would have qualified for a bonus payment of 150% of his base salary ($1.5 million), Mr. Garrett would have qualified for a bonus payment of 135% of his base salary ($1.012 million), and the other participants would have qualified for bonus payments of 112.5% of their base salaries (ranging from $521,437 to $731,250). In the event of maximum performance for all three metrics, Mr. Smith would have qualified for a bonus payment of 300% of his base salary, Mr. Garrett would have qualified for a bonus payment of 270% of his base salary, and the other participants would have qualified for bonus payments of 225% of their base salaries. If actual performance had fallen between designated achievement levels, the relevant payout percentage would have been interpolated. While all such bonus payments would have been subject to negative discretion (and reduction) by the Performance Committee, the performance goal awards for fiscal 2008 were designed so that, in the event of target level achievement for all three metrics, the participant s total cash compensation (base salary and bonus) would have been consistent with the 75th percentile of peer company practices.

The Performance Committee utilized the services of the Compensation Committee s Compensation Consultant in establishing the three performance metrics for determining bonus payments under Part II of the Executive Bonus Plan. In particular, the Compensation Consultant provided information on the Company s peer group regarding commonly used performance metrics for executive officer compensation, analyzed the impact of the achievement of the performance metrics at threshold, target and maximum performance on the projected total cash compensation and total direct compensation for the eligible executives, and provided the Performance Committee with materials setting forth their analysis.

Based on actual operating results for fiscal 2008 and the performance of the Company s stock during the applicable period in 2008, none of the participants were entitled to any payments on their awards under Part II of the 1999 Executive Bonus Plan.

Fiscal 2008 Discretionary Bonuses

In fiscal 2008, the Compensation Committee approved the award of discretionary bonuses to executive officers and other officers and employees in recognition of their efforts in successfully completing the Wendy s merger. The Wendy s business is a significantly larger operation than the pre-merger Arby s, one of the best known food brands in the United States, and the Committee considered it appropriate to reward senior management and other selected personnel for the completion of the merger and the long-term value it added to the overall business and prospects of the Company.

The Compensation Committee also considered, as a basis for these discretionary awards, the fact that no bonus payouts were achieved under the 1999 Executive Bonus Plan for 2008, in part due to the financial market turmoil and adverse economic circumstances arising in the U.S. markets in 2008. Based on the successful completion of the merger, and the Company s operations in 2008, the Committee believed that the award of the following discretionary bonuses to senior management, was an appropriate recognition of their merger-related efforts.

One-time discretionary bonuses were paid to Messrs. Smith, Hare and Okeson of $500,000, $200,000 and $200,000 respectively, and to Ms. Barton of $100,000 (which in part constituted an advance with respect to $100,000 of her guaranteed 2008 bonus of $150,000), with such amounts as recommended by Mr. Smith as the Company s CEO. Each of these bonuses is significantly less than the threshold or target bonuses possible under the 1999 Executive Bonus Plan. The Compensation Committee views these as non-recurring bonus payments that were warranted by the overall facts and circumstances associated with completing the Wendy s merger, as discussed above. These bonuses are not intended to qualify under Section 162(m) of the Code.

Long-term Incentive Compensation

The Compensation Committee uses long-term incentive compensation to deliver competitive compensation, retain executive talent and encourage a focus on long-term growth and stock appreciation. As a result of the merger, the Company can continue to provide for awards under its existing equity plans and awards can also continue to be made to certain select recipients under legacy equity plans maintained by Wendy s prior to the merger. Information about shares available for equity grants under these plans is set forth in the table under the caption Equity Compensation Plan Information below.

Except in connection with a corporate transaction involving the Company (including, without limitation, any stock dividend, stock split, extraordinary cash dividend, recapitalization, reorganization, merger, consolidation, split-up, spin-off, combination, or exchange of shares), the terms of outstanding awards may not be amended to reduce the exercise price of outstanding options or stock appreciation rights or cancel outstanding options or stock appreciation rights in exchange for cash, other awards or options or stock appreciation rights with an exercise price that is less than the exercise price of the original options or stock appreciation rights without stockholder approval.

What follows is a description of the existing equity plans and developments under those plans with respect to the Company s executive officers.

2002 Plan

The Company provides officers and key employees of the Company and its principal business units with equity-based incentives linked to longer-term business unit and corporate performance through the 2002 Plan, which provides for the grant of options to purchase shares of Company stock and the award of restricted stock, restricted stock units and/or stock appreciation rights. Option grants under the plan generally provide for ratable vesting over three years; restricted stock grants generally provide for ratable vesting over three years. Payment of the exercise price of options may be made by cash or by check payable to the Company and/or by delivery of unrestricted shares of Company stock having a fair market value equal to all or part of the purchase price. Payment for options may also be satisfied by way of a net exercise pursuant to which the option holder, without tendering the purchase price for the shares being purchased under the option, is paid shares of stock representing the excess of the aggregate fair market value (as defined in the Plan) on the date of exercise of the shares of stock as to which the option is being exercised over the aggregate purchase price for such shares. Option grants also provide for a net exercise feature allowing grantees to satisfy withholding tax obligations through the receipt of option shares net of withholding tax liability. Restricted stock awards allow for net settlement, allowing grantees to satisfy withholding obligations upon vesting through the forfeiture of a portion of the award. Generally, unvested options become fully vested upon a change of control or the optionee s death or disability, and unvested options are forfeited upon termination for other reasons. Restricted shares generally vest as provided for in the grantee s award or upon death or disability and unvested shares are forfeited. Notwithstanding the foregoing, the Compensation Committee retains the discretion to award grants of options and/or restricted shares with different vesting and forfeitability features. Except as modified by an award, vested options must be exercised within ninety days following a resignation or termination without cause, and within one year of the grantee s termination as a result of death or disability or within the one year anniversary of a change of control, unless the option term expires earlier.

As to the timing of equity grants generally, newly hired executives are granted options or equity effective on or about their first date of employment as approved by the Compensation Committee.

During fiscal 2008, the Performance Committee awarded options and restricted shares in the second and fourth quarters; and in past years awards have generally been made in the first or second quarter. For fiscal 2008, such grants included the grant of options and restricted shares to Messrs. Smith, Garrett, Hare and Okeson and to Ms. Barton (in the amounts reflected in the Grants of Plan-Based Awards below). In determining the size of option grants in the fourth quarter of fiscal 2008, the Performance Committee received data prepared by the Committee s Compensation Consultant that set forth the executive s compensation relative to market practices, based on cash compensation and earlier option awards made in the second quarter of fiscal 2008 (Second Quarter 2008 Grants). The data provided by the Compensation Consultant showed that, after taking into account the Second Quarter 2008 Grants, the covered senior executives were below the 60th percentile with respect to their total direct compensation (TDC), as a result of the lower value attributable to the Second Quarter 2008 Grants. Consequently, additional option grants were made which brought TDC for these executives based on 2008 compensation closer to the 60th percentile TDC target.

The overall equity awards made in 2008 were based on a variety of factors, including rewarding efforts in 2008 and the need to provide appropriate incentives to senior management in connection with post-merger transition and integration efforts, while also limiting the size of the awards to avoid significant stockholder dilution and remain within the pre-established annual grant rate. Particularly with respect to the equity grants in the fourth quarter of 2008, the Performance Committee expressed its view that the awards were based on the unique circumstances that had occurred in 2008 and were not necessarily indicative of future activity.

In fiscal 2008, the Compensation Committee and Performance Committee also approved an adjustment to the exercise price on options outstanding under the 2002 Plan (and outstanding under the Company s 1997 and 1998 Equity Participation Plans) to take into account the effect of the special dividend that the Company implemented in April, 2008. At that time, and as part of its transition to a pure play restaurant company, the Company distributed approximately 9.8 million shares of common stock of Deerfield Capital Corp, which it had received as consideration for the sale of its financial services subsidiary. Pursuant to the terms of the 2002 Plan (and other equity plans as well) the special dividend warranted an adjustment to the exercise price of all outstanding options, which had been determined by management, based on the advice of an outside consulting firm, to be thirteen cents ($0.13) per option.

Wendy s Legacy Equity Plans

Wendy s legacy equity plans continue in effect following the merger, and consistent with applicable New York Stock Exchange and Section 162(m) guidelines, grants may continue to be made under those plans (other than the Wendy s WeShare Stock Option Plan) to certain employees. The option and restricted stock grants awarded under the Wendy s equity plans generally reflect the same characteristics as comparable awards under the Company s plans.

In 2008, the Company entered into a consulting and employment agreement with J. David Karam, which provided for him to become President of Wendy s upon consummation of the merger. In connection with that agreement, upon effectiveness of the merger, Mr. Karam received an inducement award of 1,600,000 options (vesting over four years), which was granted under the Wendy s 2007 Stock Incentive Plan. The grant to Mr. Karam was made after the Compensation Consultant provided the Committee with data showing that Mr. Karam s annualized total direct compensation (with the initial equity award divided equally over the vesting period) fell between the annual total direct compensation of Messrs. Smith and Garrett. Mr. Karam, who has had extensive experience as a franchisee in the Wendy s system, was recommended by senior management as a key candidate whose hiring was critical to the successful implementation of the merger. Mr. Karam s employment agreement is described more fully below under the caption Executive Agreements and Other Arrangements Employment Agreement with Wendy s President.

Executive Agreements and Other Arrangements

During 2008, the Company reviewed and revised the employment agreements for its CEO and other executive officers and entered into a new agreement with J. David Karam providing for him to become President of Wendy s upon effectiveness of the merger. The executive officer agreements were modified to address certain tax matters relating to Code Sections 409A and 162(m), as well as to create a uniform contractual framework going forward for the executive officers to assure the continued services of the experienced senior team, as their prior agreements were nearing expiration or were in renewal terms. The agreement with Mr. Karam was entered into to secure the services of a key executive with extensive experience in the Wendy s system, who it is anticipated will make a significant contribution to the post-merger integration and operations of the Company.

New Employment Agreements for the Senior Management Team

<u>*Mr. Smith*</u>

The term of Mr. Smith s employment has been extended for three years and will be automatically renewed for additional one-year periods unless either party delivers a notice of non-renewal at least 120 days prior to the expiration of the then current term. Mr. Smith s base annual salary was increased to $1,150,000 and his target bonus percentage was increased to 150%. The severance and termination provisions in his agreement are set forth in the chart below. Mr. Smith s agreement also contains restrictive covenants, including non-competition and non-solicitation covenants for 18 to 24 months following termination of employment depending on the circumstances of such termination.

Messrs. Garrett, Hare and Okeson and Ms. Barton

The term of employment has been extended for two years and will be automatically renewed for additional one-year periods unless either party delivers a notice of non-renewal at least 120 days prior to the expiration of the then current term. Mr. Garrett s annual base salary was increased to $800,000 and his target bonus percentage for 2009 (and the remaining contract term) was increased to 100%. Mr. Hare s base annual salary was increased to $600,000 and his target bonus for 2009 (and the remaining contract term) is 75% of his base salary. Mr. Okeson s annual base salary was increased to $500,000 and his target bonus for 2009 (and the remaining contract term) is 75% of his base salary. Ms. Barton s annual base salary is $650,000 and her target bonus for 2009 (and the remaining contract term) is 75% of her base salary.

Mr. Garrett had a guaranteed bonus for 2008 of $250,000. Ms. Barton had a guaranteed bonus for 2008 of $150,000. Guaranteed bonuses are not provided for with respect to 2009 or later years under their revised employment agreements.

The severance and termination provisions in the agreements are set forth in the chart below. The agreements also contain restrictive covenants, including non-competition and non-solicitation covenants for 12 to 24 months following termination of employment depending on the circumstances of such termination.

Employment Agreement with Wendy s President

On July 25, 2008, the Company entered into a consulting and employment agreement with J. David Karam, with his consulting services transitioning to employment contingent upon effectiveness of the Wendy s merger. On September 29, 2008, the merger became effective and Mr. Karam became the President of Wendy s. In this capacity, he reports solely to Mr. Smith, the CEO of the Company. Mr. Karam s employment term is for an initial three year period and will then be automatically extended for additional one year periods unless either party provides a notice of non-renewal at least 120 days prior to the expiration of the then-current term. Mr. Karam s initial base salary is $900,000, and he will be eligible to earn a bonus annually. Mr. Karam s target bonus will be equal to 100% of his base salary for the fiscal year if Wendy s achieves its target performance goals and his stretch bonus will be equal to 200% of his base salary for the fiscal year if Wendy s achieves or exceeds its stretch performance goals. With respect to fiscal year 2008, Mr. Karam is entitled to a pro-rata target bonus based on the number of days worked by Mr. Karam for Wendy s during the fiscal year, which equals $225,000. With respect to fiscal year 2009, Mr. Karam is guaranteed an annual bonus equal to 50% of his base salary, provided he remains employed by Wendy s through December 31, 2009.

On September 29, 2008, concurrent with effectiveness of the Wendy s merger, Mr. Karam was granted a 10-year option to purchase 1,600,000 shares of the Company s Class A common stock pursuant to the Wendy s 2007 Stock Incentive Plan at an exercise price of $5.50 per share (the fair market value on the date of grant). The option will vest over a four-year period, 25% on each anniversary of the date of grant, provided Mr. Karam remains employed on each vesting date. The options will immediately vest in full and become exercisable upon a change in control (as defined in his employment agreement). Mr. Karam will also be eligible to receive additional equity-based awards during his employment.

During the employment period, Mr. Karam will generally be entitled to participate in all of Wendy s employee benefit plans and programs and will be entitled to four weeks of annual paid vacation each calendar year, reimbursement of all reasonable business expenses and a car allowance.

Upon any termination of employment, Mr. Karam is entitled to receive any accrued but unpaid base salary, vacation time, incentive bonus and any outstanding business expense reimbursements. Additionally, if Mr. Karam s employment is terminated by Wendy s without Cause or by Mr. Karam for Good Reason (each as defined in his employment agreement), he will receive a lump sum cash amount equal to two times the sum of his base salary and target bonus. Wendy s will also pay the cost for Mr. Karam and his dependents to continue to participate in any of Wendy s group health plans or life insurance plans for an 18 month period following termination. If such cash severance payment and health benefits continuation for Mr. Karam would trigger an excise tax, then in certain circumstances Mr. Karam will be entitled to receive a gross-up payment with respect to such payment and benefits, as more fully described in his employment agreement.

All outstanding equity awards held by Mr. Karam will become fully vested upon termination of his employment by Wendy s without Cause or by Mr. Karam for Good Reason and will remain exercisable until the earlier of one year following such termination or the scheduled expiration date of the award. Mr. Karam s equity awards will also be treated in this manner if his employment is terminated due to his death or disability. In order to receive payments or benefits payable to Mr. Karam as a result of his termination for Cause or without Good Reason, he must execute a waiver and general release of claims in favor of the Company, Wendy s, their subsidiaries and affiliates, and other related parties.

Mr. Karam s employment agreement also contains restrictive covenants, including non-competition and non-solicitation covenants that apply for one (1) or two (2) years following termination of employment depending on the circumstances of such termination. Mr. Karam also agreed that, for one year following termination of employment, he will not solicit any individual employed by the Company, Wendy s and their respective affiliates or who was employed by them during the six-month period prior to such solicitation.

The Compensation Committee s Compensation Consultant, analyzed the economic terms of Mr. Karam s employment arrangements as proposed by senior management, which indicated that on an annualized basis (i.e., annualizing his inducement option grant over the proposed term) total annual compensation for Mr. Karam fell between the compensation provided to Mr. Smith, the Company s CEO, and Mr. Garrett, the President of Arby s. Management s proposal for Mr. Karam was based on the proposition that he would be responsible for operating Wendy s, a much larger operating business than Arby s, that as a Wendy s franchisee he had significant experience in the Wendy s system and would play an important role in improving operating results at Wendy s post-merger, and that in terms of internal pay equity, his compensation opportunity should fall between Messrs. Smith and Garrett. The Compensation Committee adopted this approach and approved the proposed compensation package for Mr. Karam.

Severance and Change in Control Benefits

Senior members of the Company s management team have provisions in their respective employment agreements that provide for certain severance payments upon a termination by the Company without cause, termination by the executive as a result of a Triggering Event and, in the case of Mr. Smith, as a result of a Special Termination Event , i.e. a termination by him within a designated period following a change of control. The key terms and provisions of the severance arrangements that are currently in effect are summarized in the following table and are governed by the named executive officer s employment agreement (all of which are exhibits attached to the Company s Form 8-K filed with the Securities and Exchange Commission on December 22, 2008). As to the quantitative nature of certain payments in parentheses below, the Company estimated the values as if the triggering event took place on December 26, 2008, the last business day of the Company s 2008 fiscal year.

Description	Chief Executive Officer	Other Named Executive Officers
Termination events triggering severance cash benefits and benefits continuation:	Involuntary termination without Cause, other than for death or disability. Termination by Mr. Smith for a Triggering Event . Termination by Mr. Smith in connection with a Special Termination Event .	Involuntary termination without Cause, other than for death or disability. Termination by executive officer for a Triggering Event .
Severance cash benefit:	(a) Lump sum payment equal to (i) two times base salary in effect as of the effective date of termination ($2,300,000) plus (ii) two times target annual bonus for the year prior to the year of termination ($2,000,000). (b) $25,000 (which shall increase to $27,500 in December 2010). (c) Pro rata annual bonus based on actual performance, payable in lump sum on date bonuses are normally paid. (d) In the event severance cash benefits are provided pursuant to a Special Termination Event, Mr. Smith will receive a tax gross up for any excise tax imposed by Code Section 4999 on any excess parachute payments . If a Special Termination Event had occurred on 12/26/08, Mr. Smith would not have received a tax gross up because the amount of his benefits would not have been excess parachute payments so as to be taxed under Code Section 4999.	(a) The sum of the base salary in effect as of the effective date of termination plus the actual annual bonus paid, if any, for the year prior to the year of termination, paid in semi-monthly installments for a period of 12 months. Values as of 12/26/08 are as follows: Hare: $986,250; Garrett: $1,256,250; Barton: $913,250; and Okeson: $847,625. (b) Continuation of the base salary in effect as of the effective date of termination for an additional period of 12 months, paid in semi-annual installments and offset by compensation earned by the executive officer during the same period. (c) $25,000 (which shall increase to $27,500 in December 2010). (d) Pro rata annual bonus based on actual performance, payable in lump sum on date bonuses are normally paid.

Description	Chief Executive Officer	Other Named Executive Officers
Executive must sign release to receive severance benefits:	Yes.	Yes.
Health and welfare benefits continuation:	Continued participation in the Company s health and welfare plans for 18 months at Mr. Smith s election and at full cost to Mr. Smith.	Continued participation in the Company s health and welfare plans for 18 months at the executive officer s election and at full cost to the executive officer.
Equity treatment:	All unvested stock options and restricted stock shall vest in full upon a Change in Control, an involuntary termination without Cause; termination by death or disability; or a termination following a Triggering Event or Special Termination Event. The estimated value of accelerated options if such an event occurred on 12/26/08 is $150,000 and the estimated value of accelerated restricted stock is $633,337.	All unvested stock options that would have vested if the executive officer had remained employed by the Company through December 18, 2010 shall vest in full upon an involuntary termination without Cause, other than for death; a termination for disability; or a termination following a Triggering Event. In the case of Mr. Garrett, options and restricted stock will be fully vested. Values as of 12/26/08 are as follows: Hare: $33,333; Garrett: $60,000 for options and $118,750 for restricted stock; Barton: $16,668; and Okeson: $16,668.
	Options remain exercisable for a period ending on the earlier of the one year anniversary of the termination or the expiration of the applicable option in the event of an involuntary termination without Cause; termination by death or disability; or a termination following a Triggering Event or Special Termination Event.	Options remain exercisable for a period ending on the earlier of the one year anniversary of the termination or the expiration of the applicable option, except that Mr. Garrett s replacement options remain exercisable for a period of 30 days after termination of employment.
Outplacement assistance:	No.	No.
Restrictive covenants:	In the event of the termination of Mr. Smith s employment without Cause or due to a Triggering Event, the restrictive period for	In the event of the termination of the executive officer s employment without Cause or due to a Triggering Event, the restrictive

Description	Chief Executive Officer	Other Named Executive Officers
	the following covenants shall run for a period of 24 months. In the event of the termination of Mr. Smith s employment for cause or other than due to a Triggering Event, the restrictive period shall be 18 months.	period for the following covenants shall run for a period of 24 months. In the event of the termination of the executive officer s employment for cause or other than due to a Triggering Event, the restrictive period shall be 12 months.
	Prohibited from soliciting franchisees or suppliers and employees of the Company.	Prohibited from soliciting franchisees or suppliers and employees of the Company.
	Prohibited from competing with the Company (see details below).	Prohibited from competing with the Company (see details below).
	Mr. Smith is also subject to certain confidentiality and non-disparagement covenants.	The executive officers are also subject to certain confidentiality and non-disparagement covenants.
Non-Renewal Severance	Non-Renewal by the Company constitutes a Triggering Event-see above for severance benefits.	If employment is terminated by the Company by 120 day written notice of expiration, executive officer shall receive:
		Continuation of the base salary in effect as of the effective date of termination for at least 8 months (payments to be made in semi-monthly installments);
		Pro rata annual bonus, payable in lump sum on date bonuses are normally paid, based on actual performance, provided the executive officer remains employed during the 120 day notice period.

The estimated total value of benefits provided to Mr. Smith under his employment agreement in the event his employment was terminated on December 26, 2008 as described in the table above is $5,108,337. The estimated total value for the other named executive officers under their respective employment agreements (other than in the event of non-renewal of the employment agreement) is as follows: $1,644,583 for Mr. Hare; $2,210,000 for Mr. Garrett; $1,604,918 for Ms. Barton; and $1,389,293 for Mr. Okeson. For Messrs. Hare and Okeson and Ms. Barton, these amounts do not include the value of accelerated vesting of restricted stock that would occur under the terms of their separate restricted stock award agreements in the event of termination of employment without cause or on account of death or permanent disability. Those values are $38,000, $31,664 and $15,832, respectively.

In calculating the values for the table above, the following assumptions were made: (1) price of the Company s common stock was $4.75, the closing price per share on December 26, 2008; (2) there was no compensation offset for executives whose second year severance payments would otherwise be subject to reduction for outside earnings; (3) immediate exercise of all options that vested as of a December 26, 2008 termination date; (4) the remaining unvested options subject to accelerated vesting as of December 26, 2008 were valued at $0 (as none of the remaining unvested options has an exercise price less than $6.77/share); and (5) no six month delay in payment to any specified employee that would otherwise be required under Code Section 409A.

The employment agreements for Mr. Smith and the other named executive officers generally define Cause as: (i) commission of any act of fraud or gross negligence by the executive in the course of his or her employment that, in the case of gross negligence, has a material adverse effect on the business or financial condition of the Company or any of its affiliates; (ii) willful material misrepresentation by him or her to the President and Chief Executive Officer of the Company (not applicable to Mr. Smith) or the Board; (iii) voluntary termination by him or her of his or her employment (other than on account of a Triggering Event) or the willful failure or refusal to comply with any material obligation(s) owed to the Company or to comply with a reasonable and lawful instruction of the Chief Executive Officer of the Company (not applicable to Mr. Smith) or the Board; (iv) engagement by him or her in any conduct or the commission by him or her of any act that is, in the reasonable opinion of the Board, materially injurious or detrimental to the substantial interest of the Company or any of its affiliates; (v) his or her indictment for any felony, whether of the United States or any state thereof or any similar foreign law to which he or she may be subject; (vi) any failure substantially to comply with any written rules, regulations, policies or procedures of the Company furnished to him or her that, if not complied with, could reasonably be expected to have a material adverse effect on the business of the Company or any of its affiliates; (vii) any willful failure to comply with the Company s policies regarding insider trading; (viii) his or her death; or (ix) his or her inability to perform all or a substantial part of his or duties or responsibilities on account of his or her illness (either physical or mental) for more than 90 consecutive calendar days or for an aggregate of 150 calendar days during any consecutive nine month period (Disability).

The employment agreement for Mr. Smith generally defines Triggering Event as (i) a material reduction in his responsibilities as President and Chief Executive Officer of the Company; (ii) a requirement that he reports to any person other than the Board; (iii) a reduction in his then current base salary or target bonus percentage; (iv) relocation to a work situs not in the Atlanta, Georgia greater metropolitan area without his consent, (v) a Company-initiated non-renewal of his employment at the end of the Employment Term or (vi) the occurrence of a Special Termination Event ; *provided* that he must provide written notice no later than 30 days following his learning of the existence of a Triggering Event (other than under subclauses (v) or (vi) and provide the Company 30 days to cure the Triggering Event. Additionally, Mr. Smith must terminate his employment within six months of the initial occurrence of the circumstances constituting a Triggering Event for such termination to be a Triggering Event.

Mr. Smith s employment agreement generally defines Special Termination Event as Mr. Smith s decision to terminate his employment in the event that there is a change in control prior to the expiration of the Employment Term where he has provided between 90 and 120 days written notice (no more and no less) of his intention to terminate his employment in the 30-day period commencing 270 days following the change in control. For purposes of Mr. Smith s employment agreement, change in control includes the acquisition by any person of 50% or more of the combined voting power of the Company, a majority of the Board of Directors not being nominated by the Board of the Company or a majority of the Board of Directors not consisting of Messrs Peltz, May or individuals nominated or recommended by them. (The definition of change in control excludes certain transactions in which Messrs. Peltz, May or their affiliates continue to control or influence the management or policies of the Company or any merger or sale of the Company to entities controlled by Messrs. Peltz, May or their affiliates).

The employment agreements for the other named executive officers generally define Triggering Event as (i) a material reduction in his or her responsibilities to the Company; (ii) a requirement that he or she report to any person other than the Chief Executive Officer of the Company or the Board; (iii) a reduction in his or her then current base salary or target bonus percentage; or (iv) relocation to a work situs not in the Atlanta, Georgia greater metropolitan area without his or her consent; *provided* that he or she must provide written notice no later than 30 days following his or her learning of the existence of a Triggering Event and provide the Company 30 days to cure the Triggering Event. Additionally, he or she must terminate his or her employment within six months of the initial occurrence of the circumstances constituting a Triggering Event for such termination to be a Triggering Event.

The employment agreements for the named executive officers generally restrict the executive officer from competing against the Company generally in the following manner: the executive officer, in any state or territory of the United States (and the District of Columbia) or any country where the Company maintains restaurants, will not engage or be engaged in any capacity, directly or indirectly (as defined below), except as a passive investor owning less than a two-percent (2%) interest in a publicly held company, in any business or entity that is competitive with the business of the Company or its affiliates. This restriction includes, without limitation, (A) any business engaged in drive through or counter food service restaurant business typically referred to as Quick Service restaurants (such as Burger King, McDonald s, Jack in the Box, etc.), for which revenues from the sale of hamburgers, sandwiches (including wraps) and salads represents at least 50% of total revenues from the sales of food items (excluding beverages) and also includes any business engaged in real estate development for such Quick Service businesses and (B) Yum! Brands, Inc. or its brands and each of its subsidiaries. Notwithstanding anything to the contrary above, the executive officer shall not be prohibited from (X) accepting employment, operating or otherwise becoming associated with a franchisee of the Company, any of its affiliates or any subsidiary of the foregoing, but only in connection with the activities associated with the operation of such a franchise or activities that otherwise are not encompassed by the restrictions of this definition, subject to any confidentiality obligation that the executive officer may have, or (Y) accepting employment, operating or otherwise becoming associated with a Quick-Service restaurant business of a brand that has less than 100 outlets system-wide (including both franchised outlets and franchisor-operated outlets).

Other Benefits and Perquisites

Consistent with the Company s Executive Compensation Program, and to enable the Company to attract and retain superior executives for key positions, the Company s executives are provided with certain benefits and perquisites. For example, the Company s executive officers are entitled to participate in the various benefits made available to the Company s employees, such as the Company s 401(k) plan, group health plans, vacation and sick leave, life insurance and short-term and long-term disability benefits, and all of the executive officers are covered by directors and officers liability insurance and indemnification agreements. Executive officers (as well as certain employees at various levels) are also provided with cellular phones, PDAs, and laptops that are intended primarily for business use.

In October 2008, the Compensation Committee approved certain expenditures in connection with the temporary living arrangements of Mr. Smith in Columbus, Ohio as a result of the Wendy s merger. The presence of Mr. Smith in Columbus, as CEO of the Company, was viewed as critical to the successful integration of operations following the merger; particularly since one of the conditions of the merger was that the headquarters of Wendy s remain in the vicinity of Columbus for a designated period of time. The expenditures approved include: a lease of an apartment for Mr. Smith and his wife in Columbus, Ohio (at a current rate of $7,200 per month); renter s insurance for the apartment; $50,000 for Company-owned furniture, painting and set up costs associated with the apartment; the lease of an automobile; transportation to Atlanta for Mr. Smith and his wife (and reimbursement of the tax associated with the imputed income of his wife s flights); moving expenses for personal items and reimbursement and a tax gross up on the tax differential resulting from the taxes associated with Ohio-related imputed income.

Other Material Considerations

Impact of Accounting, Tax and Legal Considerations

With respect to taxes, Section 162(m) of the Code imposes a $1 million limit on the deduction that the Company may claim in any tax year with respect to compensation paid to each of the Chief Executive Officer and three other named executive officers (other than the Chief Financial Officer). Accordingly, the Performance Committee monitors which executive officers may be subject to Section 162(m) in order to maximize the amount of compensation paid to these officers that will be deductible under Section 162(m).

Certain types of performance-based compensation are exempted from the $1.0 million limit. Performance-based compensation can include income from stock options, performance-based restricted stock, and certain formula driven compensation that meets the requirements of Section 162(m) (such as the provisions of the 1999 Executive Bonus Plan). The Performance Committee seeks to structure performance-based and equity compensation for the named executive officers in a manner that complies with Section 162(m) in order to provide for the deductibility of such compensation. At the same time, there may be circumstances in which the Compensation Committee and/or Performance Committee determines, in the exercise of its independent judgment that it is in the best interests of the Company to provide for compensation that may not be deductible.

Another section of the Code, Section 409A, affects the manner by which deferred compensation opportunities are offered to the Company s employees because Section 409A requires that nonqualified deferred compensation be structured in a manner that limits employees abilities to accelerate or further defer certain kinds of deferred compensation. The Company has undertaken the necessary steps to ensure that its existing deferred compensation plans are operated in accordance with Section 409A.

Introduction to the Summary Compensation Table

The Summary Compensation Table sets forth salary, cash bonus awards, equity awards and other compensation earned by, paid or awarded with respect to the 2008, 2007 and 2006 fiscal years to (i) the Company s Chief Executive Officer (CEO), Roland C. Smith; (ii) the Company s Chief Financial Officer (CFO), Stephen E. Hare; and (iii) the Company s three most highly compensated executive officers other than the CEO and CFO who were serving as executive officers at the end of the 2008 fiscal year: Thomas A. Garrett, President and Chief Executive Officer of ARG, Sharron L. Barton, Senior Vice President and Chief Administrative Officer of the Company, and Nils H. Okeson, Senior Vice President, General Counsel and Secretary of the Company (collectively, the named executive officers). Additional information with respect to the compensation arrangements for the Company s executive officers is set forth below under the caption Certain Employment Arrangements with Executive Officers.

SUMMARY COMPENSATION TABLE

Name and Principal Position	Year	Salary ($)	Bonus ($)	Stock Awards ($)(1)	Option Awards ($)(2)	Non-Equity Incentive Plan Compensation ($)	All Other Compensation ($)(3)	Tot
Roland C. Smith (CEO)	2008	1,000,000	500,000	219,565	176,898		79,963	1,9
	2007	1,000,000	1,000,000	495,219	264,489		36,574	2,7
	2006	711,538	738,750	742,214	392,445		172,068	2,7
Stephen E. Hare (CFO)	2008	515,000	200,000	26,387	38,585		21,956	8
	2007	511,250	386,250	70,653	46,286		20,958	1,0
	*							
Thomas A. Garrett	2008	800,000 (4)	250,000	32,983	51,451		20,818	1,1
(President and CEO ARG)	2007	787,500	506,250	88,316	66,122		21,862	1,4
	*							
Sharron L. Barton	2008	653,250 (5)	150,000	10,994	17,683		21,079	8
(SVP and Chief Admin.	2007	659,750 (6)	263,250	29,439	19,837		20,531	9
Officer)	*							
Nils H. Okeson	2008	483,500 (7)	200,000	21,989	24,120		19,877	7
(SVP, GC and Secretary)	2007	478,500	347,625	58,877	33,061		20,119	9

*

* Messrs. Hare, Garrett and Okeson and Ms. Barton were not executive officers of the Company in 2006, and therefore compensation information for them is not provided for that fiscal year.

(1) Represents the compensation expense recorded by the Company under FAS 123(R) in the year shown with respect to awards of restricted stock of the Company made to such named executive officer, disregarding any estimates of forfeitures related to service-based vesting conditions. See Note (16) Share- Based Compensation to the

Company s consolidated financial statements set forth in the Company s Annual Report on Form 10-K for the fiscal year ended December 28, 2008 (the 2008 Form 10-K) for the assumptions made in determining FAS 123(R) values.

(2) Represents the compensation expense recorded by the Company under FAS 123(R) in the year shown with respect to awards of stock options to the named executive officer, disregarding any estimates of forfeitures related to service-based vesting conditions. See Note (16) Share-Based Compensation to the Company s consolidated financial statements set forth in the 2008 Form

10-K for the assumptions made in determining FAS 123(R) values.

(3) Includes with respect to each named executive officer amounts for dividends (and interest thereon) with respect to the restricted stock awards referred to in note (1) above, an automobile allowance

and amounts for long-term disability and group term life insurance. Also includes with respect to Mr. Smith the following expenditures by the Company in connection with his temporary living arrangements for work at Wendy s headquarters in Ohio: (i) $21,600 for the lease of an apartment for Mr. Smith and his wife in Columbus, Ohio, (ii) renter s insurance and utilities costs associated with the apartment, (iii) moving expenses for personal items, (iv) automobile lease expenses, (v) expenses relating to his wife s travel to and from Ohio, and (vi) reimbursement in the amount of $4,918 for taxes owed for use of corporate aircraft.

(4) Includes $50,000 paid in lieu of a merit increase in 2007 and 2008.

(5) Includes $3,250, the final quarterly installment of a payment in lieu of a merit increase in 2007.

(6) Includes $9,750, the first three quarterly installments of a payment in lieu of a merit increase in 2007.

(7) Includes $20,000 paid in lieu of a merit increase in 2007 and 2008.

The following table provides information concerning the annual performance bonus and long term incentive awards made to each of the named executive officers in 2008.

GRANTS OF PLAN-BASED AWARDS

		Estimated Possible Payouts Under Non-Equity Incentive Plan Awards (1)			Estimated Future Payouts Under Equity Incentive Plan Awards			All Other Stock Awards: Number of Shares of Stock or Units (#)(2)
Name	**Grant Date**	**Threshold ($)**	**Target ($)**	**Maximum ($)**	**Threshold ($)**	**Target ($)**	**Maximum ($)**	
Roland C. Smith	6/18/08	N/A	N/A	N/A	N/A	N/A	N/A	100,00
(CEO)	6/18/08	N/A	N/A	N/A	N/A	N/A	N/A	
	12/18/08	N/A	N/A	N/A	N/A	N/A	N/A	
	3/27/08	750,000	1,500,000	3,000,000				

Stephen E. Hare	6/18/08	N/A	N/A	N/A	N/A	N/A	N/A	12,000
(CFO)	6/18/08	N/A	N/A	N/A	N/A	N/A	N/A	
	12/18/08	N/A	N/A	N/A	N/A	N/A	N/A	
	3/27/08	289,688	579,375	1,158,750				
Thomas A. Garrett	6/18/08	N/A	N/A	N/A	N/A	N/A	N/A	15,000
(President and	6/18/08	N/A	N/A	N/A	N/A	N/A	N/A	
CEO ARG)	12/18/08	N/A	N/A	N/A	N/A	N/A	N/A	
	3/27/08	506,250	1,012,500	2,025,000				
Sharron L. Barton	6/18/08	N/A	N/A	N/A	N/A	N/A	N/A	5,000
(SVP and Chief	6/18/08	N/A	N/A	N/A	N/A	N/A	N/A	
Admin. Officer)	12/18/08	N/A	N/A	N/A	N/A	N/A	N/A	
	3/27/08	365,625	731,250	1,462,500				
Nils H. Okeson	6/18/08	N/A	N/A	N/A	N/A	N/A	N/A	10,000
(SVP, GC and	6/18/08	N/A	N/A	N/A	N/A	N/A	N/A	
Secretary)	12/18/08	N/A	N/A	N/A	N/A	N/A	N/A	
	3/27/08	260,718	521,437	1,042,875				

(1) Under the 1999 Executive Bonus Plan, each named executive officer was assigned to a category providing for a target payout as a percentage of base salary: 100% for Mr. Smith, 90% for Mr. Garrett

and 75% for the other participants. Threshold, target and maximum achievement of each of the three designated performance goals was correlated with a percentage of the executive s target payout percentage. Based on the target payout percentages designated for the participants, assuming target performance for all three metrics, Mr. Smith would have qualified for a bonus payment of 150% of his base salary ($1.5 million), Mr. Garrett would have qualified for a bonus payment of 135% of his base salary ($1.012 million), and the other participants would have qualified for bonus payments of 112.5% of their base salaries (ranging from $521,437 to $731,250). In the event of maximum performance for all three metrics, Mr. Smith would have qualified for a bonus payment of 300% of his base salary, Mr. Garrett would have qualified for a bonus payment of 270% of his base salary, and the other participants would have qualified for bonus payments of 225% of their base salaries. If actual performance had fallen between designated achievement levels, the relevant payout percentage would have been interpolated. Based on actual operating results for fiscal 2008 and the performance of the Company s stock during the applicable period in 2008, none of the participants were entitled to any payments from these awards. For more information regarding the 2008 performance targets and possible bonus payouts, see Compensation Discussion and Analysis above.

(2) Consists of a single restricted stock grant under the 2002 Plan. The shares vest ratably over three years, subject to continued employment through each of the anniversary dates.

(3) Consists of two stock option grants under the 2002 Plan, each at an exercise price equal to the fair market value (i.e., closing price) of the underlying shares on the grant date and expiring ten years from the grant date. The options vest and become exercisable ratably over three years, subject to continued employment through each of the anniversary dates.

(4) The grant date fair value of an award is determined pursuant to FAS 123(R). See Note (16) Share-Based Compensation to the Company s consolidated financial statements set forth in the 2008 Form 10-K for the assumptions made in determining FAS 123(R)

values.

The following table provides information concerning the unexercised stock options and unvested restricted stock awards as of the end of fiscal 2008 for each of the named executive officers.

OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END

	Option Awards					Stock Awards	
Name	**Number of Securities Underlying Unexercised Options (#) Exercisable**	**Number of Securities Underlying Unexercised Options (#) Unexercisable (1)**	**Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Unearned Options (#)**	**Option Exercise Price ($)**	**Option Expiration Date**	**Number of Shares or Units of Stock That Have Not Vested (#)**	**Market Value of Shares or Units of Stock That Have Not Vested ($)**
Roland C. Smith	146,666	73,334		16.49 (2)	4/13/16	33,334 (3)	158,337
(CEO)	66,667	133,333		15.71 (2)	5/23/17	100,000 (5)	475,000
		200,000		6.77	6/18/18		
		1,500,000		4.65	12/18/18		
Stephen E. Hare	50,000	25,000		15.88 (2)	6/07/16	8,000 (4)	38,000
(CFO)	11,667	23,333		15.71 (2)	5/23/17	12,000 (5)	57,000
		35,000		6.77	6/18/18		
		500,000		4.65	12/18/18		
Thomas A. Garrett	203,328			3.9097 (2)	7/25/15	10,000 (4)	47,500
(President and	334,331			6.9864 (2)	7/25/15	15,000 (5)	71,250
CEO ARG)	66,666	33,334		16.09 (2)	4/28/16		
	16,667	33,333		15.71 (2)	5/23/17		
		50,000		6.77	6/18/18		
		600,000		4.65	12/18/18		
Sharron L. Barton	20,266	10,134		16.09 (2)	4/28/16	3,333 (4)	15,832
(SVP and Chief	5,000	10,000		15.71 (2)	5/23/17	5,000 (5)	23,750
Admin. Officer)		15,000		6.77	6/18/18		
		250,000		4.65	12/18/18		
Nils H. Okeson	28,334	14,166		16.09 (2)	4/28/16	6,666 (4)	31,664

(SVP, GC and	8,333	16,667	15.71 (2)	5/23/17	10,000 (5)	47,500
Secretary)		25,000	6.77	6/18/18		
		250,000	4.65	12/18/18		

(1) All such options vest and become exercisable over a three-year period commencing on the date of grant, with one-third vesting on each of the first three anniversaries of the date of grant.

(2) Reflects a $0.13 reduction in the exercise price per share of each stock option outstanding at the time of the special dividend of shares of common stock of Deerfield Capital Corp. paid to the Company s stockholders in April 2008 (the DFR share dividend). The reduction was effected in accordance with the Company s equity participation plans, which provide for such price adjustments upon occurrence of extraordinary events such as the DFR share dividend.

(3) On March 26, 2007, the Company granted a total of 100,000 shares of restricted

common stock to Mr. Smith pursuant to the terms of his employment agreement. Such restricted shares have both time vesting targets (66,667 shares) and performance vesting targets (33,333 shares). During 2007, 33,333 of the time- vesting shares vested on the first anniversary of the date of commencement of Mr. Smith s employment. During 2008, (i) an additional 16,667 of the time-vesting shares vested on the second anniversary of the date of commencement of his employment, (ii) 8,333 of the performance-vesting shares vested upon the Performance Committee s determination that certain performance targets had been met, and (iii) 8,333 unvested performance-vesting shares were forfeited as a result of elimination of a catch-up vesting feature in the 2007 grant.

(4) On May 23, 2007, the Company granted certain officers and key employees, other than Mr. Smith, a

total of 159,300
shares of restricted
common stock under
the 2002 Plan. These
shares vest ratably

over three years, subject to continued employment through each of the anniversary dates. The price of the Company s common stock granted to the named executive officers on the grant date was $15.84 and the resulting grant-date fair value is being recognized as compensation expense ratably over the vesting periods.

(5) On June 18, 2008, the Company granted certain officers and key employees a total of 265,350 shares of restricted common stock under the 2002 Plan. These shares vest ratably over three years, subject to continued employment through each of the anniversary

dates. The price of the Company s common stock granted to Mr. Smith on the grant date was $6.76 and the price of the Company s common stock granted to the other named executive officers on the grant date was $6.77. The resulting grant-date fair values are being recognized as compensation expense ratably over the vesting periods.

The following table provides information concerning the vesting during 2008 of restricted stock awards previously made to each of the named executive officers. None of the named executive officers exercised any stock options during 2008.

OPTION EXERCISES AND STOCK VESTED

	Option Awards		Stock Awards	
Name	**Number of Shares Acquired on Exercise (#)**	**Value Realized on Exercise ($)**	**Number of Shares Acquired on Vesting (#)**	**Value Realized on Vesting ($)(1)**
Roland C. Smith (CEO)			25,000	175,583
Stephen E. Hare (CFO)			4,000	27,480
Thomas A. Garrett (President and CEO ARG)			5,000	34,350
Sharron L. Barton (SVP and Chief Admin. Officer)			1,667	11,452
Nils H. Okeson (SVP, GC and Secretary)			3,334	22,905

(1) Based on the closing price of the shares on the vesting date.

Compensation of Directors

Under the Company s previous program for compensation of non-management members of the Board, which was in effect until the end of the 2008 fiscal year, each non-management director received an annual retainer (payable quarterly) of $30,000 for serving on the Board, plus $1,500 for each meeting of the Board or of a committee (or subcommittee) of the Board that such director attended. Under the 2002 Plan, each non-management director could elect to have all or a portion of the annual retainer and meeting attendance fees paid in shares of the Company s common stock rather than in cash. In addition, pursuant to the 2002 Plan, each director of the Company who was not also an employee of the Company or of any subsidiary or affiliate received options to purchase an aggregate of 45,000 shares of the Company s common stock on the date of such director s initial election or appointment to the Board. On the date of each subsequent annual meeting of stockholders of the Company at which such a director was re-elected, he or she received options to purchase 12,000 shares of the Company s common stock.

In December 2008, the Compensation Committee recommended to the Board that annual compensation payable to the Company s non-management directors be restructured and increased beginning on the first day of the Company s 2009 fiscal year. The Compensation Committee s decision to revise annual compensation payable to non-management directors was based on a number of factors: cash compensation for directors had remained static for at least fifteen years and the merger with Wendy s increased the size of the business operations of the Company and the corresponding meeting obligations and responsibilities of the directors. The provisions of the revised compensation program, which are set forth below and provide for a combination of cash payments and restricted stock grants, were designed taking into account advice and counsel from the Committee s Compensation Consultant, who advised that the proposed pay levels appeared reasonable relative to market practices. In connection with the new compensation program, the provisions of the 2002 Plan providing for automatic grants of options to directors were deleted. The Board approved the Compensation Committee s proposal on February 3, 2009.

Annual Retainers:

Board retainer for each non-management director:	$67,500
Audit Committee Chairman s retainer:	$20,000
Audit Committee member s retainer:	$10,000
Compensation Committee Chairman s retainer:	$15,000
Compensation Committee member s retainer:	$7,500

Meeting Fees:

No meeting fees are paid to members of the Audit Committee and the Compensation Committee. Members attending each meeting of the Nominating and Corporate Governance Committee, ERISA Committee, Capital and Investment Committee, Corporate Social Responsibility Committee and Executive Committee receive the following fee for each meeting:	$2,000

Stock Awards:

Grant upon initial election or appointment to the Board:	Discretionary, initially set at $75,000*
Annual grant upon re-election to the Board:	Discretionary, initially set at $75,000*

* Equity awards payable in restricted stock vesting 50% after one year from

grant and 50% after two years from grant, conditioned on continued Board service.

In connection with approving this new program, the Board also approved development of a deferred compensation plan. Directors would be offered the option to participate in that plan, which is expected to be adopted later in 2009. The deferred compensation plan would allow a participant to defer a percentage or sum of his or her retainer and meeting fees and/or restricted stock grant into deferred stock units, which are based on the value of Company stock and subject to the same vesting schedule in the case of the deferral of restricted stock. Dividend equivalents accrue on deferred amounts. The amounts are payable in Company stock in a lump sum on the earlier of the director s termination of board service, a fixed number of years or death, as elected by the director.

The chart below summarizes the compensation paid to the Company s non-employee directors for their services as directors during fiscal 2008.

DIRECTOR COMPENSATION

Name	Fees Earned or Paid in Cash ($)	Stock Awards ($)	Option Awards ($)	Non-Equity Incentive Plan Compensation ($)	Change in Pension Value and Nonqualified Deferred Compensation Earnings ($)	All Other Compensation ($)	Total ($)
Nelson Peltz		12,465 (1)	5,380(2)(3)				17,845
Peter W. May		12,465 (1)	5,380(2)(3)				17,845
Hugh L. Carey	54,000		5,380(2)(3)				59,380
Clive Chajet	66,000		5,380(2)(3)				71,380
Edward P. Garden		9,470 (4)	5,380(2)(3)				14,850
Janet Hill	12,000		18,391(5)(6)				30,391
Joseph A. Levato	88,500		5,380(2)(3)				93,380
J. Randolph Lewis	13,500		18,391(5)(6)				31,891
David E. Schwab II	58,507	26,851 (7)	5,380(2)(3)				63,887
Raymond S. Troubh	69,000		5,380(2)(3)				74,380
Jack G. Wasserman	87,000		5,380(2)(3)				92,380

(1) Represents the expense recorded by the Company in 2008 with respect to 3,183 shares of Class A Common Stock,

in the aggregate, issued to each of Messrs. Peltz and May in lieu of quarterly retainers and meeting attendance fees.

(2) Represents the expense recorded by the Company in 2008 with respect to the issuance to such director of options to acquire 4,000 shares of Class A Common Stock and 8,000 shares of Class B Common Stock upon such director s reelection as a director at the Company s 2008 Annual Meeting of Stockholders (annual grants under the Company s previous non-management director compensation program). The grant date fair value of the options issued to each of the directors in September 2008 to acquire (i) 4,000 shares of Class A Common Stock was $7,640 and (ii) 8,000 shares of Class B Common Stock, was $17,520.

(3) At December 28, 2008, each of Messrs. Peltz, May and Garden held options to acquire 12,000 shares of Class A Common Stock; each of Messrs. Carey, Chajet, Levato, Schwab and Troubh held options to acquire a total of 117,000 shares of Class A Common Stock; and Mr. Wasserman held options to acquire a total of 105,000 shares of Class A Common Stock.

(4) Represents the expense recorded by the Company in 2008 with respect to 2,462 shares of Class A Common Stock, in the aggregate, issued to Mr. Garden in lieu of quarterly retainers and meeting attendance fees.

(5) Represents the expense recorded by the Company in 2008 with respect to the issuance to such director of options to acquire 45,000 shares of Class A Common Stock upon such director s

appointment as a director upon the Company s merger with Wendy s (initial grant under the Company s previous non-management director compensation program). The grant date fair value of the options issued to each of the directors in September 2008 to acquire 45,000 shares of Class A Common Stock was $85,950.

(6) At December 28, 2008, Ms. Hill and Mr. Lewis each held options to acquire 89,854 shares of Class A Common Stock.

(7) Represents the expense recorded by the Company in 2008 with respect to 4,422 shares of Class A common stock issued, in the aggregate, to Mr. Schwab in lieu of his annual retainer.

EQUITY COMPENSATION PLAN INFORMATION

The following table gives information about the Company s equity compensation plans as of December 28, 2008.

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights	Weighted-Average Exercise Price of Outstanding Options, Warrants	Number of Shares Remaining Available for Future Issuance Under Equity

		and Rights	Compensation Plans (Excluding Securities Reflected in Column (a))
	(a)	**(b)**	**(c)**
Equity compensation plans approved by security holders(1)	200,443 Package Options(2)	$ 23.54	4,337,759(3)
	7,850,182 Class A Options	$ 9.66	
Equity compensation plans not approved by security holders(4)	9,600 Package Options(2)	$ 23.35	15,165,124(3)
	18,242,307 Class A Options(5)	$ 6.72	
Total	210,043 Package Options(2)	$ 23.54	19,502,883(3)
	26,092,489 Class A Options	$ 7.60	

(1) 1998 and 2002 Equity Participation Plans.

(2) Each Package Option is exercisable for three shares of Class A Common Stock.

(3) Includes securities issuable to directors as fees in lieu of cash.

(4) 1997 Equity Participation Plan and Wendy s legacy equity plans

(5) In addition to options granted pursuant to our equity participation plans, in connection with the acquisition of RTM in July 2005 the Company issued 774,066 options to acquire shares of Class B Common Stock to employees of RTM (who became employees of ARG) to replace then existing options that they held to purchase shares of RTM (the Replacement Options). In connection with the Wendy s merger, these Replacement Options were adjusted so as to become exercisable for shares of Class A Common Stock instead of Class B Common

Stock. These Replacement Options have a weighted average exercise price of $8.34.

Amended and Restated 1997 Equity Participation Plan

The Wendy s/Arby s Group, Inc. 1997 Equity Participation Plan was approved by the Executive Committee of the Board of Directors on December 11, 1997 and was amended and restated in May 2005. The 1997 Plan provided for the granting of stock options to purchase shares of Class A Common

Stock. Participants in the 1997 Plan were limited to selected key employees and consultants of the Company, its subsidiaries and affiliates who were important to the success and growth of the Company, its subsidiaries and affiliates, but who were not directors, executive officers or officers of the Company. A maximum of 500,000 shares of Class A Common Stock were authorized to be issued under the 1997 Plan. The term during which options could be granted under the 1997 Plan expired on December 11, 2002. As a result of a stock dividend in August 2003 (the Stock Dividend), all outstanding options under the 1997 Plan at August 21, 2003 were adjusted so as to be exercisable for one share of Class A Common Stock and two shares of Class B Common Stock (i.e. Package Options). In connection with the Wendy s merger, these Package Options were further adjusted so as to become exercisable for three shares of Class A Common Stock. As of March 31, 2009, Package Options to acquire a total of 28,800 shares of Class A Common Stock were outstanding under the 1997 Plan. The 1997 Plan is administered by the Compensation Committee.

Amended and Restated 1998 Equity Participation Plan

The Wendy s/Arby s Group, Inc. 1998 Equity Participation Plan was approved by the Board of Directors on March 10, 1998, was approved by the Company s stockholders on May 6, 1998 and was amended and restated in May 2005. The 1998 Plan replaced a 1993 Equity Participation Plan pursuant to which awards could no longer be granted after April 24, 1998. The 1998 Plan provided for the granting of stock options, stock appreciation rights (SARs), and restricted stock to officers and key employees of, and consultants to, the Company and its subsidiaries and affiliates. The 1998 Plan provided for automatic awards of options to non-employee directors of the Company and permitted non-employee directors to elect to receive shares of Class A Common Stock in lieu of all or a portion of the annual retainer fees and/or Board of Directors or committee meeting attendance fees (Fees) that would otherwise be payable to them in cash. A maximum of 5,000,000 aggregate shares of Class A Common Stock (subject to certain adjustments) were authorized to be delivered on the exercise of options or SARs or upon a director s election to receive Fees in shares of Class A Common Stock pursuant to the 1998 Plan. The term during which awards could be granted under the 1998 Plan expired on April 30, 2003. As a result of the Stock Dividend, all outstanding options under the 1998 Plan at August 21, 2003 were adjusted so as to be exercisable for one share of Class A Common Stock and two shares of Class B Common Stock (i.e., Package Options). In connection with the Wendy s merger, these Package Options were further adjusted so as to become exercisable for three shares of Class A Common Stock. As of March 31, 2009, Package Options to acquire a total of 541,329 shares of Class A Common Stock were outstanding under the 1998 Plan. The 1998 Plan is administered by the Performance Committee.

Amended and Restated 2002 Equity Participation Plan

The Wendy s/Arby s Group, Inc. 2002 Equity Participation Plan was approved by the Board of Directors on April 25, 2002, was approved by the stockholders on June 4, 2002, was amended and restated in May 2005 and an amendment was approved by the stockholders on June 7, 2006. A second amendment was approved by the stockholders on June 5, 2007. A third amendment was approved by the stockholders on September 15, 2008. The 2002 Plan provides for the granting of stock options, SARs, restricted stock and restricted share units to officers, key employees of, and consultants to, Wendy s/Arby s Group and its subsidiaries and affiliates. The 2002 Plan also permits non-employee directors to elect to receive all or a portion of their Fees, in shares of Class A Common Stock. Subject to certain anti-dilution adjustments, a maximum of 22,400,000 shares of Class A Common Stock may be granted as restricted shares or restricted share units or to be delivered on the exercise of options or

SARs or upon a director s election to receive Fees in shares pursuant to the 2002 Plan. In addition, the maximum number of shares of Class A Common Stock that may be granted as restricted shares, options or SARs to any individual in a calendar year is 3,000,000 shares. The 2002 Plan replaced the 1997 Equity Participation Plan, the term during which options may be granted thereunder expired on December 11, 2002, and the 1998 Equity Participation Plan, the term during which options may be granted thereunder expired on April 30, 2003. As a result of the Stock Dividend, all outstanding options under the 2002 Plan at August 21, 2003 were adjusted so as to be exercisable for one share of Class A Common Stock and two shares of Class B Common Stock (i.e., Package Options). In connection with the Wendy s merger, these Package Options were further adjusted so as to become exercisable for three shares of Class A Common Stock. As of March 31, 2009, (i) Package Options to acquire a total of 60,000 shares of Class A Common Stock, (ii) options to acquire 7,715,844 shares of Class A Common Stock, and (iii) 349,206 restricted shares of Class A Common Stock were outstanding under the 2002 Plan. The 2002 Plan is administered by the Performance Committee. The term during which awards may be granted under the 2002 Plan will expire on June 4, 2012.

Wendy s Legacy Equity Plans

Four equity compensation plans of Wendy s were acquired by the Company in connection with the completion of the merger with Wendy s, which occurred on September 29, 2008. Those plans were the Wendy s 2007 Stock Incentive Plan (the Wendy s 2007 Plan), the Wendy s 2003 Stock Incentive Plan (the Wendy s 2003 Plan), the Wendy s 1990 Stock Option Plan (the Wendy s 1990 Plan) and the Wendy s WeShare Stock Option Plan (the Wendy s WeShare Plan each as amended as of the merger date (collectively the Wendy s Legacy Equity Plans). Each of the Wendy s Legacy Equity Plans, other than the Wendy s WeShare Plan, had been approved by shareholders of Wendy s prior to the merger. Stock options and SARs can continue to be awarded under each of the Wendy s Legacy Equity Plans, other than the Wendy s WeShare Plan, and restricted shares, restricted share units, performance shares, performance units, dividend equivalent rights and unrestricted shares can continue to be be issued under the Wendy s 2007 Plan and the Wendy s 2003 Plan to officers and key employees of Wendy s and its subsidiaries and affiliates. No further awards can be made under the Wendy s WeShare Plan.

The following table sets forth the number of options to acquire shares of Class A Common Stock, and restricted shares of Class A Common Stock outstanding under each Wendy s Legacy Equity Plan as of March 31, 2009, and the date on which awards may be granted under each Wendy s Legacy Equity Plan expires.

Plan	**Number of Options to Acquire Class A Common Stock Outstanding**	**Number of Restricted Shares of Class A Common Stock Outstanding**	**Date on which Awards may be Granted Expires**
Wendy s 2007 Plan	15,382,481	43,393	April 25, 2017
Wendy s 2003 Plan	617,167	None	No end date stated
Wendy s 1990 Plan	766,282	Not applicable	No end date stated
Wendy s WeShare Plan	912,025	Not applicable	No end date stated

AUDIT COMMITTEE REPORT*

In accordance with its written charter, the Audit Committee assists the Company s Board of Directors in oversight of the accounting, auditing, and financial reporting practices of the Company. The Audit Committee consists of four independent members (as independence is defined by the rules of the New York Stock Exchange). The Company s management is responsible for the financial reporting process and for preparing the Company s financial statements and the Company s outside auditors are responsible for performing an independent audit of such financial statements in accordance with the standards of the Public Company Accounting Oversight Board (United States) and for issuing a report thereon. The members of the Audit Committee are not professionally engaged in the practice of accounting or auditing. The Audit Committee relies, without independent verification, on the information provided to it and on the representations made by management and the independent registered public accounting firm that the financial statements have been prepared in conformity with generally accepted accounting principles.

In performing its oversight function, the Audit Committee reviewed and discussed the audited consolidated financial statements of the Company as of and for the fiscal year ended December 28, 2008 with management and Deloitte & Touche LLP, the Company s independent registered public accounting firm. The Audit Committee also discussed with Deloitte & Touche all matters required to be discussed by Statement on Auditing Standards No. 61, Communication with Audit Committees, as amended, and, with and without management present, discussed and reviewed the results of Deloitte & Touche s examination of the Company s financial statements.

Pursuant to Section 404 of the Sarbanes-Oxley Act of 2002, management is required to prepare a report as to its assessment of the effectiveness of the Company s internal control over financial reporting as of December 28, 2008 and Deloitte & Touche is to prepare an attestation report with respect to the effectiveness of internal control over financial reporting. The Audit Committee reviewed and discussed with management its report regarding its assessment of the effectiveness of the Company s internal control over financial reporting as of December 28, 2008, and reviewed and discussed with Deloitte & Touche its report as to the effectiveness of internal control over financial reporting. Management s report and Deloitte & Touche s report are each included in the Company s Annual Report on Form 10-K for the year ended December 28, 2008.

The Audit Committee received from Deloitte & Touche a written statement regarding all relationships between Deloitte & Touche and the Company that might bear on Deloitte & Touche s independence consistent with applicable requirements of the Public Company Accounting Oversight Board regarding the independent accountant s communications with the Audit Committee concerning independence. The Audit Committee discussed with Deloitte & Touche any relationships that may have an impact on their objectivity and independence and satisfied itself as to Deloitte & Touche s independence. The Audit Committee also considered whether the provision of services by Deloitte & Touche to the Company not related to the audit of the financial statements referred to above or to the reviews of the interim financial statements included in the Company s Forms 10-Q is compatible with maintaining Deloitte & Touche s independence.

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* This Audit Committee Report does not constitute soliciting material and should not be deemed filed or incorporated by reference into any Company filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, except to the extent the Company specifically incorporates this Audit Committee Report by reference into such other filing.

Based on the above-mentioned review and discussions with management and Deloitte & Touche and subject to the limitations on the role of the Audit Committee and the Audit Committee s responsibility described above and in the Audit Committee s written charter, the Audit Committee recommended to the Board of Directors that the Company s audited consolidated financial statements be included in the Company s Annual Report on Form 10-K for the fiscal year ended December 28, 2008.

The Audit Committee:

Joseph A. Levato (Chairman)
David E. Schwab II
Raymond S. Troubh
Jack G. Wasserman

CERTAIN RELATIONSHIPS AND RELATED PERSON TRANSACTIONS

Review and Approval of Related Person Transactions

In accordance with the terms of its charter, the Audit Committee has the responsibility for the review and approval or ratification of all related party and conflict of interest transactions involving any director, executive officer, nominee for director, any holder of 5% or more of any class of the Company s common stock or any non-executive officer (or any member of the immediate family of any of the foregoing persons), if such related party or conflict of interest transaction involves more than $10,000, in each case using appropriate specialists and counsel as necessary. The Company s legal department is primarily responsible for obtaining information from the applicable related person with respect to a proposed related person transaction and then determining, based on the facts and circumstances, whether the Company or a related person has a direct or indirect material interest in the transaction. To the extent required by the terms of the Audit Committee charter, the legal department then presents information relating to such transaction for the review and approval of the Audit Committee. In the course of its review and approval or ratification of a proposed related person transaction, the Audit Committee may consider: (i) the nature of the related person s interest in the transaction; (ii) the material terms of the transaction, including, without limitation, the amount involved and type of transaction; (iii) the importance of the transaction to the related person; (iv) the importance of the transaction to the Company; (v) whether the transaction would impair the judgment of a director, executive officer or non-executive officer, as applicable, to act in the best interests of the Company; (vi) if applicable, whether such transaction would compromise a director s status as an independent director under the Independence Guidelines or the New York Stock Exchange Listing Standards; and (vii) any other matters that the Audit Committee deems appropriate. To the extent that a proposed related person transaction involves any member of the Audit Committee (or an immediate family member), such director would not participate in the deliberations or vote respecting the approval or ratification of the proposed transaction.

Certain Related Person Transactions

In connection with the 2007 restructuring of the Company into a pure play restaurant company (the Corporate Restructuring), the Company entered into a series of agreements with Messrs. Peltz and May and Trian Partners, which is a management company for various investment funds and accounts that was formed by Messrs. Peltz, May and Garden. These agreements are described in the paragraphs set forth below.

The Company entered into a two-year transition services agreement (the Services Agreement) with Trian Partners beginning June 30, 2007 pursuant to which Trian Partners provides the Company with a range of professional and strategic services. Under the Services Agreement, the Company paid Trian Partners $3,000,000 per quarter for the first year of services and is paying $1,750,000 per quarter for the second year of services. The Company incurred a total of $9,500,000 of such service fees for 2008. In addition, effective as of December 28, 2007, the Company and Trian Partners entered into an amendment to the Services Agreement providing for the payment to Trian Partners in 2008 of additional fees of $2,750,000, for services rendered during 2007.

In December 2005, the Company invested $75,000,000 in an account (the Equities Account) which is managed by Trian Partners and generally co-invests on a parallel basis with a series of equity investment funds managed by Trian Partners or its affiliates. Through June 29, 2007, Trian Partners had agreed not to charge the Company any management fees with respect to the Equities Account. In April 2007, in connection with the Corporate Restructuring, the Company entered into an agreement under which Trian Partners will continue to manage the Equities

Account until at least December 31, 2010. Effective January 1, 2008, the Company began to pay management and incentive fees to Trian Partners in an amount customary for unaffiliated third party investors with similarly sized investments. The Company incurred a total of $1,892,359 of such fees for 2008.

In July 2007 and July 2008, the Company entered into agreements under which Trian Partners is subleasing (the Subleases) office space on two of the floors of the Company s former New York headquarters. Under the terms of the Subleases, Trian Partners is paying the Company approximately $113,000 and $153,000, respectively, per month which includes an amount equal to the rent the Company pays plus a fixed amount reflecting a portion of the increase in the then fair market value of the Company s leasehold interest as well as amounts for property taxes and the other costs related to the use of the space. Either Trian Partners or the Company may terminate the Subleases upon sixty days notice. The Company recognized $1,633,000 from Trian Partners under the Subleases for 2008.

In August 2007, the Company entered into time share agreements whereby Messrs. Peltz, May and Garden and Trian Partners may use the Company s corporate aircraft in exchange for payment of certain incremental flight and related costs of such aircraft. Such reimbursements for 2008 amounted to $3,162,000. As of December 28, 2008, the Company was owed $274,000 and $79,000 by Messrs. Peltz, May and Garden and Trian Partners, respectively, which amounts were received in 2009. Other costs, such as pilot and aviation employee salaries, hangar costs, depreciation, maintenance, the costs of deadhead flights (empty pick-up or return flights) and insurance on the aircraft are not included in such reimbursement obligations.

Trian Partners assumed the Company s 25% fractional interest in a helicopter (the Helicopter Interest) on October 1, 2008 for $1,860,000, which is the amount the Company would have received under the relevant agreement if the Company had exercised its right to sell the Helicopter Interest on that date. That agreement provides that the selling price shall be equal to the then fair value of the Helicopter Interest, less a remarketing fee charged by the owner of the helicopter. Trian Partners paid the monthly management fee and all other costs related to the Helicopter Interest to the owner on behalf of the Company from July 1, 2007 until October 1, 2008.

All of the foregoing agreements with Messrs. Peltz and May and Trian Partners were negotiated and approved by a special committee of the Board of Directors, which was advised by independent outside counsel and consulted with the Compensation Committee and the Performance Committee of the Board of Directors and its independent outside counsel and independent compensation consultant.

On November 5, 2008, Trian Partners and certain of its affiliates (collectively, Trian) commenced a cash tender offer for Wendy s/Arby s Class A Common Stock. On December 11, 2008, Trian announced that as a result of the tender offer it had purchased 49,395,394 shares of Wendy s/Arby s Class A Common Stock at a purchase price of $4.15 per share, for a total purchase price of $204,990,885. On November 5, 2008, in connection with the tender offer and as consideration for the granting of prior approval by the Board of Directors under Section 203 of the Delaware General Corporation Law (the DGCL) such that the consummation of the tender offer and the subsequent acquisition by Trian of beneficial ownership of up to 25% of the outstanding shares of the Class A Common Stock would not be subject to the restrictions set forth in Section 203 of the DGCL, the Company entered into an agreement with Trian, Mr. Peltz, Mr. May and Mr. Garden (the Standstill Agreement). The Standstill Agreement, among other things, contractually replicates the anti-takeover restrictions of Section 203 of the DGCL for Trian, except that the relevant beneficial ownership percentage that would trigger the DGCL Section 203 restrictions under the Standstill Agreement is a percentage in excess of 25%, while it is 15% under the DGCL. The Standstill Agreement terminates upon the earliest to occur of (i) Trian beneficially owning less than 15% of the Class A Common Stock, (ii) November 5, 2011, and (iii) at such time as any person not affiliated with Trian makes an offer to purchase an amount of shares of Class A Common Stock which when added to the shares of Class A Common Stock already beneficially owned by such person and its affiliates and associates equals or exceeds 50% or more of the shares of Class A Common Stock or all or substantially all of the Company s assets or solicits proxies with respect to a majority slate of directors. As a condition to the Board of Directors approval of the repeal of the business combination provision in the Company s Certificate of Incorporation, as described in Proposal 6 below, on April 1, 2009, the Company entered into an amendment to the Standstill Agreement. The amendment to the Standstill Agreement provides that the sections of the Standstill Agreement that contractually replicate the provisions of Section 203 of the DGCL for Trian will not automatically terminate, if not earlier terminated, on November 5, 2011. Instead, those provisions will terminate on the earliest to occur of the events described in clauses (i) and (iii) above.

During 2008, the Company paid $500,000 of expenses on behalf of The Arby s Foundation, Inc., a not-for-profit charitable foundation in which the Company has non-controlling representation on the board of directors. Members of the board of directors of the Arby s Foundation, Inc., include Thomas A. Garrett, the President and Chief Executive Officer of ARG, and Sharron L. Barton, the Chief Administrative Officer of the Company. Also in 2008, the Company pledged $1,000,000 to be donated to the Dave Thomas Foundation for Adoption, a not-for-profit charitable foundation that was created by Wendy s founder, Dave Thomas, in which the Company also has non-controlling representation on the board of directors. The pledge is expected to be funded in equal annual installments over a five-year period. Members of the board of directors of the Dave Thomas Foundation for Adoption include Roland Smith, the President and Chief Executive Officer of the Company, and John D. Barker, the Senior Vice President and Chief Communications Officer of the Company.

On September 29, 2008, J. David Karam, a minority shareholder, director and former president of Cedar Enterprises, Inc. (which directly or through affiliates is a Wendy s franchisee and operator of 133 Wendy s restaurants), was appointed President of Wendy s and became an executive officer of the Company. In connection with Mr. Karam s employment, Mr. Karam resigned as a director and president of Cedar Enterprises, Inc. but retained his minority ownership. After the Wendy s merger, the Company recorded $1,772,000 in royalties and $1,318,000 in advertising fees from Cedar Enterprises and its affiliates as a franchisee of Wendy s. Cedar Enterprises, Inc. and its affiliates also received $225,000 in remodeling incentives in 2008 from Wendy s pursuant to a program generally available to Wendy s franchisees. Mr. Karam was also a minority investor in two other Wendy s franchisee operators, Emerald Food, Inc. and Diamond Foods, L.L.C., which are operators of 44 and 16 Wendy s restaurants, respectively. Mr. Karam disposed of his interests in those franchise operators effective November 5, 2008.

PROPOSAL 2.
AMENDMENT AND RESTATEMENT OF THE COMPANY S CERTIFICATE OF INCORPORATION TO REFER TO CLASS A COMMON STOCK AS COMMON STOCK AND MAKE OTHER CONFORMING CHANGES

(Item 2 on the Company s Proxy Card)

The Company is proposing to amend and restate its Certificate of Incorporation to refer to its Class A Common Stock as Common Stock and to remove all remaining references to Class B Common Stock. In addition, the Company proposes to amend and restate its Certificate of Incorporation to remove certain definitions that are no longer used in the Certificate of Incorporation and make other immaterial conforming changes.

The Company is proposing to amend and restate its Certificate of Incorporation to refer to its Class A Common Stock as Common Stock and to remove all references to Class B Common Stock in order to remove any confusion regarding the Company s transition from dual classes of common stock to a single class. The elimination of the dual class structure was effected in connection with the closing of the acquisition of Wendy s on September 29, 2008, when the Certificate of Incorporation was amended to provide for the conversion of each outstanding share of Class B Common Stock into one share of Class A Common Stock, with the Class A Common Stock becoming the only authorized class of common stock of the Company. This amendment will not change any substantive terms of the Class A Common Stock or any powers or rights of its holders. Wendy s/Arby s Common Stock will continue to be listed and trade on the New York Stock Exchange (NYSE) under the symbol WEN.

In addition, the Company proposes to amend and restate its Certificate of Incorporation to remove the following definitions contained in Part C of Article IV: Affiliate, Associate, Business Day, Closing Price, Common Stock, Dividend Period, Earnings, Effective Date, Exchange Group, Original Issue Date, Predecessor Call Threshold Predecessor Common Stock, Predecessor Conversion Price, Predecessor Convertible Stock, Predecessor Corporation Predecessor Put Price, Redemption Agent, Shares ranking junior to the Cumulative Preferred Stock, Shares ranking a parity with the Cumulative Convertible Preferred Stock, Shares ranking prior to the Cumulative Convertible Preferred Stock and Trading Day. Except for Affiliate, Associate and Common Stock none of the foregoing definitions are currently used in the Certificate of Incorporation. Affiliate and Associate are used in Article VI of the Certificate of Incorporation, but are separately defined in Article VI. The Company proposes to include the new definition of Common Stock in the first paragraph of its Amended and Restated Certificate of Incorporation. Removing these definitions from the Amended and Restated Certificate of Incorporation will not have any substantive effect on the Certificate of Incorporation or the Company s stockholders. There are certain other immaterial conforming changes, such as correcting certain cross-references, changing the capitalization of certain terms, moving certain definitions and updating the name and address of the Company s registered agent, set forth in the proposed Amended and Restated Certificate of Incorporation.

This Proposal 2 is not conditioned on the approval of any other Proposal.

A committee comprised solely of independent directors recommended the amendments to the Certificate of Incorporation reflected in Proposals 2, 3, 4, 5 and 6 to the Board of Directors, and, following such recommendation, the Board of Directors approved and declared advisable the proposed Amended and Restated Certificate of Incorporation, subject to stockholder approval.

The Amended and Restated Certificate of Incorporation reflecting the amendments to the Certificate of Incorporation described in Proposals 2, 3, 4, 5 and 6 is set forth in Annex A to this proxy statement, with deletions indicated by strikeout and additions indicated by underline. The description of the proposed Amended and Restated Certificate of Incorporation is only a summary of the material terms and is qualified by reference to the actual text as set forth in Annex A.

If this Proposal is approved by the stockholders, the Company will file the proposed Amended and Restated Certificate of Incorporation with the Delaware Secretary of State promptly after the Annual Meeting to effect the proposed amendments.

Vote Required for Approval

The affirmative vote of a majority of the total voting power of the outstanding voting shares of the Company entitled to vote at the Annual Meeting or any adjournment or postponement thereof is required for approval of this Proposal. Because the Class A Common Stock is the only class of voting shares with shares outstanding on the record date, the affirmative vote of a majority of the outstanding shares of Class A Common Stock entitled to vote at the Annual Meeting or any adjournment or postponement thereof is required to approve this Proposal. An abstention on this Proposal is not an affirmative vote and therefore will have the same effect as a vote against this Proposal. Therefore, it is important that you vote your shares by proxy or in person at the Annual Meeting.

THE BOARD OF DIRECTORS HAS DECLARED THIS AMENDMENT ADVISABLE AND RECOMMENDS A VOTE FOR THIS PROPOSAL 2

PROPOSAL 3.
AMENDMENT AND RESTATEMENT OF THE COMPANY S CERTIFICATE OF INCORPORATION TO PROVIDE THAT, IN THE ABSENCE OF THE CHAIRMAN OF THE BOARD, THE ALTERNATE PRESIDING CHAIRMAN AT A MEETING OF THE COMPANY S STOCKHOLDERS WOULD BE, IN ORDER, THE VICE CHAIRMAN, THE CHIEF EXECUTIVE OFFICER OR A PERSON DESIGNATED BY A MAJORITY OF THE BOARD

(Item 3 on the Company s Proxy Card)

The Company is proposing to amend and restate its Certificate of Incorporation to provide that at every meeting of the Company s stockholders, the Chairman of the Board of Directors or, in the absence of the Chairman, the Vice Chairman of the Board of Directors or, in the absence of both the Chairman and the Vice Chairman, the Chief Executive Officer or, in the absence of all such persons, an individual designated by a resolution adopted by the affirmative vote of a majority of the Board of Directors will act as chairman of the meeting. Under the Certificate of Incorporation, except as otherwise required by law, the chairman of the meeting has the sole authority to prescribe the agenda and rules of order for the conduct of the meeting of stockholders and to determine all questions arising at the meeting relating to the order of business and the conduct of the meeting.

The Certificate of Incorporation currently provides that the President is the first in line after the Chairman to preside at a meeting of stockholders in the absence of the Chairman. The Company is proposing this amendment because it would resolve an inconsistency with a similar provision in the Company s By-Laws which provides that the Vice Chairman and Chief Executive Officer, rather than the President, are next in line to act as chairman of a meeting of stockholders in the absence of the

Chairman. This amendment would also eliminate the current right of the Chairman and President to designate another person to preside at the meeting in their absence, and instead, in the absence of the Chairman, the Vice Chairman and the Chief Executive Officer, a majority of the Board of Directors would choose the chairman to preside at the meeting. If this Proposal is adopted, the Company intends to amend and restate its By-Laws to conform Article II, Section 11 to this Proposal 3 by providing that in the absence of the Chairman, the Vice Chairman and the Chief Executive Officer, a majority of the Board of Directors would determine the chairman to preside at the meeting.

This Proposal 3 is not conditioned on the approval of any other Proposal.

A committee comprised solely of independent directors recommended the amendments to the Certificate of Incorporation reflected in Proposals 2, 3, 4, 5 and 6 to the Board of Directors, and, following such recommendation, the Board of Directors approved and declared advisable the proposed Amended and Restated Certificate of Incorporation, subject to stockholder approval.

The Amended and Restated Certificate of Incorporation reflecting the amendments to the Certificate of Incorporation described in Proposals 2, 3, 4, 5 and 6 is set forth in Annex A to this proxy statement, with deletions indicated by strikeout and additions indicated by underline. The description of the proposed Amended and Restated Certificate of Incorporation is only a summary of the material terms and is qualified by reference to the actual text as set forth in Annex A.

If this Proposal is approved by the stockholders, the Company will file the proposed Amended and Restated Certificate of Incorporation with the Delaware Secretary of State promptly after the Annual Meeting to effect the proposed amendments.

Vote Required for Approval

The affirmative vote of a majority of the total voting power of the outstanding voting shares of the Company entitled to vote at the Annual Meeting or any adjournment or postponement thereof is required for approval of this Proposal. Because the Class A Common Stock is the only class of voting shares with shares outstanding on the record date, the affirmative vote of a majority of the outstanding shares of Class A Common Stock entitled to vote at the Annual Meeting or any adjournment or postponement thereof is required to approve this Proposal. An abstention on this Proposal is not an affirmative vote and therefore will have the same effect as a vote against this Proposal. Therefore, it is important that you vote your shares by proxy or in person at the Annual Meeting.

THE BOARD OF DIRECTORS HAS DECLARED THIS AMENDMENT ADVISABLE AND RECOMMENDS A VOTE FOR THIS PROPOSAL 3

PROPOSAL 4.
AMENDMENT AND RESTATEMENT OF THE COMPANY S CERTIFICATE OF INCORPORATION TO CHANGE THE ADVANCE NOTICE PROCEDURES FOR STOCKHOLDER PROPOSALS AND DIRECTOR NOMINATIONS

(Item 4 on the Company s Proxy Card)

The Company s stockholders are being asked to approve an amendment and restatement of the Certificate of Incorporation that will change the advance notice procedures for stockholders to submit proposals and director nominations for an annual meeting of stockholders.

The Certificate of Incorporation currently contains provisions regarding the manner by which stockholders may nominate directors and present proposals of business at an annual meeting of stockholders. If adopted, the proposed Amended and Restated Certificate of Incorporation will generally, among other things:

change the window within which stockholders must submit proposals of business and director nominations for the Company s annual stockholders meeting from 45 to 60 days prior to the meeting to 90 to 120 days prior to the first anniversary of the date of the prior year s annual stockholders meeting;

require that, in addition to disclosing their name, record address and beneficial ownership of the Company s securities, any stockholder nominating directors or proposing business disclose the name, record address and beneficial ownership of any such stockholder s associated persons (which includes any other beneficial owner of the shares of the Company s stock beneficially owned by such stockholder, and any person that directly or indirectly through one or more intermediaries, controls, or is controlled by, or is under common control with, such stockholder or beneficial owner);

require that such stockholder also make certain disclosures about it and any of its associated persons relationships, including any agreement, arrangement or understanding, direct or indirect, relating to the proposed business or the director nomination,

its and any of its associated persons derivative positions or hedging transactions with respect to the Company s securities,

any proxy, contract, arrangement, understanding or other relationship pursuant to which such stockholder or any associated person has the right to vote any shares of the Company,

any rights to dividends on the Company s stock owned beneficially by such stockholder or any associated person that are separated or separable from the Company s underlying stock,

any proportionate interest in the Company s stock or derivatives in respect thereof held, directly or indirectly, by a general or limited partnership in which the stockholder or any associated person is a general partner or, directly or indirectly, owns an interest in a general partner, and

any performance-related fees (other than an asset-based fee) that such stockholder or any associated person is entitled to based on any increase or decrease in the value of the Company s stock or derivatives in respect thereof; and impose additional information requirements for director nominees, including a description of all direct and indirect compensation and other material monetary agreements, arrangements and understandings during the past three years, and any other material relationships, between or among such stockholder, any of its associated persons or their respective associates, or others acting in concert therewith (including a description of the nominee s interest in such agreement, arrangement or understanding and the approximate dollar value thereof); and separately state the provisions pertaining to nomination of directors on the one hand, and those pertaining to the proposed conduct of other business, on the other hand.

The Company believes that the proposed Amended and Restated Certificate of Incorporation establishes more detailed procedures for the notification of business which is to be presented at annual meetings of stockholders, which will enable the Board of Directors to better plan for such meetings, inform stockholders if necessary or desirable prior to the meeting of the business to be conducted, and to provide more orderly procedures for conducting the meeting. Furthermore, the requirement that stockholders disclose their derivative positions and other forms of indirect ownership of Wendy s/Arby s securities will enable the Board of Directors to better analyze stockholder proposals and potential director nominees, assess the interests of the stockholder proponent and assist the Board of Directors in making a recommendation or statement of its position. In turn, stockholders will be provided with better information in order to determine whether they desire to attend the meeting or grant a proxy to Wendy s/Arby s as to the disposition of any such business.

The proposed Amended and Restated Certificate of Incorporation does not give the Board any power to approve or disapprove the business that stockholders desire to be conducted at the meeting, but it does provide for a more orderly procedure for conducting the meeting. However, stockholders should be aware that the proposed Amended and Restated Certificate of Incorporation will preclude the conduct of business at a particular meeting if the advance notice procedures are not followed correctly. As a result, a stockholder nomination or proposal that is not made in compliance with the proposed Amended and Restated Certificate of Incorporation could be delayed to a subsequent meeting. The proposed Amended and Restated Certificate of Incorporation will require stockholders to plan further in advance to initiate discussion at a stockholders meeting.

This Proposal 4 is not conditioned on the approval of any other Proposal.

A committee comprised solely of independent directors recommended the amendments to the Certificate of Incorporation reflected in Proposals 2, 3, 4, 5 and 6 to the Board of Directors, and, following such recommendation, the Board of Directors approved and declared advisable the proposed Amended and Restated Certificate of Incorporation, subject to stockholder approval.

The Amended and Restated Certificate of Incorporation reflecting the amendments to the Certificate of Incorporation described in Proposals 2, 3, 4, 5 and 6 is set forth in Annex A to this proxy statement, with deletions indicated by strikeout and additions indicated by underline. The description of the proposed Amended and Restated Certificate of Incorporation is only a summary of the material terms and is qualified by reference to the actual text as set forth in Annex A.

If this Proposal is approved by the stockholders, the Company will file the proposed Amended and Restated Certificate of Incorporation with the Delaware Secretary of State promptly after the Annual Meeting to effect the proposed amendments.

Vote Required for Approval

The affirmative vote of a majority of the total voting power of the outstanding voting shares of the Company entitled to vote at the Annual Meeting or any adjournment or postponement thereof is required for approval of this Proposal. Because the Class A Common Stock is the only class of voting shares with shares outstanding on the record date, the affirmative vote of a majority of the outstanding shares of Class A Common Stock entitled to vote at the Annual Meeting or any adjournment or postponement thereof is required to approve this Proposal. An abstention on this Proposal is not an affirmative vote and therefore will have the same effect as a vote against this Proposal. Therefore, it is important that you vote your shares by proxy or in person at the Annual Meeting.

THE BOARD OF DIRECTORS HAS DECLARED THIS AMENDMENT ADVISABLE AND RECOMMENDS A VOTE FOR THIS PROPOSAL 4

PROPOSAL 5.
AMENDMENT AND RESTATEMENT OF THE COMPANY S CERTIFICATE OF INCORPORATION TO PROVIDE THAT DIRECTORS MAY BE REMOVED ONLY BY THE AFFIRMATIVE VOTE OF THE HOLDERS OF TWO-THIRDS OF THE VOTING POWER OF THE COMPANY S CAPITAL STOCK

(Item 5 on the Company s Proxy Card)

The Company s stockholders are being asked to approve an amendment and restatement of the Certificate of Incorporation to provide that a duly elected director of the Company may be removed from such position, with or without cause, only by the affirmative vote of the holders of two-thirds of the voting power of the outstanding capital stock of the Company entitled to vote in the election of directors, voting as a single class.

An identical provision to this Proposal 5 is already contained in the Company s By-Laws. The Company is proposing this amendment to make the substance of the By-Law provision clearly enforceable under Delaware law.

The Company believes a super-majority stockholder vote to remove directors is appropriate because members of the Board of Directors are elected annually and the Company s stockholders therefore have the ability to determine the composition of the entire Board of Directors each year. Wendy s/Arby s believes that the removal of one or more directors in the middle of a term could be disruptive to the business and governance of the Company. In addition, because the Company s By-Laws permit stockholders to act by written consent and allow the removal of directors without cause, absent the protection of a super-majority vote, one or more significant stockholders could more easily remove any or all of the members of the Board of Directors without notice or opportunity for the Company to solicit proxies or give its recommendation with respect to the removal.

This Proposal 5 is not conditioned on the approval of any other Proposal.

A committee comprised solely of independent directors recommended the amendments to the Certificate of Incorporation reflected in Proposals 2, 3, 4, 5 and 6 to the Board of Directors, and, following such recommendation, the Board of Directors approved and declared advisable the proposed Amended and Restated Certificate of Incorporation, subject to stockholder approval.

The Amended and Restated Certificate of Incorporation reflecting the amendments to the Certificate of Incorporation described in Proposals 2, 3, 4, 5 and 6 is set forth in Annex A to this proxy statement, with deletions indicated by strikeout and additions indicated by underline. The description of the proposed Amended and Restated Certificate of Incorporation is only a summary of the material terms and is qualified by reference to the actual text as set forth in Annex A.

If this Proposal is approved by the stockholders, the Company will file the proposed Amended and Restated Certificate of Incorporation with the Delaware Secretary of State promptly after the Annual Meeting to effect the proposed amendments.

Vote Required for Approval

The affirmative vote of a majority of the total voting power of the outstanding voting shares of the Company entitled to vote at the Annual Meeting or any adjournment or postponement thereof is required for approval of this Proposal. Because the Class A Common Stock is the only class of voting shares with shares outstanding on the record date, the affirmative vote of a majority of the outstanding shares of Class A Common Stock entitled to vote at the Annual Meeting or any adjournment or postponement thereof is required to approve this Proposal. An abstention on this Proposal is not an affirmative vote and therefore will have the same effect as a vote against this Proposal. Therefore, it is important that you vote your shares by proxy or in person at the Annual Meeting.

THE BOARD OF DIRECTORS HAS DECLARED THIS AMENDMENT ADVISABLE AND RECOMMENDS A VOTE FOR THIS PROPOSAL 5

PROPOSAL 6.
AMENDMENT AND RESTATEMENT OF THE COMPANY S CERTIFICATE OF INCORPORATION TO REPEAL ARTICLE VI, THE BUSINESS COMBINATION PROVISION

(Item 6 on the Company s Proxy Card)

The Company s stockholders are being asked to approve an amendment and restatement of the Certificate of Incorporation that will repeal Article VI of the Certificate of Incorporation, which imposes super-majority stockholder approval requirements for certain business combination transactions between Wendy s/Arby s and an interested stockholder.

The business combination provision contained in Article VI of the Certificate of Incorporation, which is described in more detail below, is intended to provide safeguards to Wendy s/Arby s stockholders by requiring a higher stockholder vote than required under Delaware law in the event another person first obtains a substantial interest in Wendy s/Arby s and then wishes to accomplish a combination of such person s business with Wendy s/Arby s, or otherwise eliminate the share holdings of the other stockholders.

The Company is proposing the repeal of the business combination provision contained in Article VI of the Certificate of Incorporation because it believes that it has sufficient safeguards in place or readily available to the Company to protect its stockholders against self-dealing transactions between the Company and interested stockholders. The business combination provision contained in Article VI of the Certificate of Incorporation imposes super-majority stockholder approval requirements for business combinations with interested stockholders that, in certain circumstances, unlike other potential takeover defenses, such as a poison pill or Section 203 of the Delaware General Corporation Law (the DGCL), cannot be exempted by the Board of Directors. Under Article VI, the Board of Directors only has the ability to exempt a business combination with an interested stockholder from the super-majority stockholder approval requirements where the business combination does not otherwise require the approval of the Company s stockholders under law. If the approval of stockholders is otherwise required by law to complete the business combination, for example, in the case of a merger, then notwithstanding board approval of the business combination, super-majority stockholder approval will be required under Article VI of the Certificate of Incorporation. The Company believes that anti-takeover provisions similar to those contained in Article VI that cannot be exempted by board action are unusual for a modern NYSE listed Delaware corporation and that there has been a general trend among Delaware corporations in favor of repealing anti-takeover and other provisions requiring super-majority stockholder approval.

As a NYSE listed company, the Audit Committee of the Company is required to be comprised solely of independent directors and, under its charter, the Audit Committee has the responsibility for the review and approval or ratification of all related party and conflict of interest transactions involving any director, executive officer, nominee for director, any holder of 5% or more of any class of the Company s common stock or any non-executive officer (or any member of the immediate family of any of the foregoing persons), if such related party or conflict of interest transaction involves more than $10,000, in each case using appropriate specialists and counsel as necessary.

Further, the Certificate of Incorporation authorizes blank check preferred stock, a class of unissued shares of preferred stock whose terms and conditions may be expressly determined by the Board of Directors. This would allow Wendy s/Arby s to put a poison pill in place as a takeover defense in the event of a hostile bid for the Company, which would require a hostile bidder to negotiate with the Board of Directors to acquire control of Wendy s/Arby s.

In addition, the Company is subject to the statutory anti-takeover restrictions of Section 203 of the DGCL. While the business combination provision in Article VI is similar in some respects to the statutory anti-takeover provisions contained in Section 203 of the DGCL, Section 203 of the DGCL is more flexible than Article VI because it allows a Board of Directors to exempt its application with respect to a stockholder by approving the transaction by which a stockholder becomes an interested stockholder. Section 203 of the DGCL, unlike Article VI of the certificate of the incorporation, also has a sunset provision whereby its restrictions on business combinations between a subject corporation and an interested stockholder expire three years following the stockholder becoming an interested stockholder. In addition, under Section 203 of the DGCL, super-majority stockholder approval is not required if upon consummation of the transaction that resulted in a person becoming an interested stockholder the person owns at least 85% of the voting stock of the corporation. The business combination provision in the Certificate of Incorporation contains no comparable exceptions.

As a condition to the Board of Directors approval of the repeal of the business combination provision, on April 1, 2009, Wendy s/Arby s entered into an amendment to its agreement (the Agreement), dated November 5, 2008, with Trian Fund Management, L.P. and certain of its affiliates (together, Trian), an investment firm whose principals are Nelson Peltz, Peter W. May and Edward P. Garden. Mr. Peltz, Mr. May and Mr. Garden are members of the Board of Directors. Mr. Peltz is non-executive Chairman of the Board of Directors, and Mr. May is non-executive Vice Chairman of the Board of Directors. As of March 31, 2009, Mr. Peltz, Mr. May, Mr. Garden and Trian beneficially owned, in the aggregate, 101,478,333 shares of Class A Common Stock, which represented approximately 22% of the outstanding shares.

The Agreement was entered into in connection with Trian s tender offer for the Company s Class A Common Stock as consideration for the granting of prior approval by the Board of Directors under Section 203 of the DGCL such that the consummation of the tender offer and the subsequent acquisition by Trian of beneficial ownership of up to 25% of the outstanding shares of the Class A Common Stock would not be subject to the restrictions set forth in Section 203 of the DGCL. The Agreement, among other things, contractually replicates the anti-takeover restrictions of Section 203 of the DGCL for Trian, except that the relevant beneficial ownership percentage that would trigger the DGCL Section 203 restrictions under the Agreement is a percentage in excess of 25%, while it is 15% under the DGCL. The Agreement terminates upon the earliest to occur of (i) Trian beneficially owning less than 15% of the Class A Common Stock, (ii) November 5, 2011 and (iii) at such time as any person not affiliated with Trian makes an offer to purchase an amount of shares of Class A Common Stock which when added to the shares of Class A Common Stock already beneficially owned by such person and its affiliates and associates equals or exceeds 50% or more of the shares of Class A Common Stock or all or substantially all of the Company s assets or solicits proxies with respect to a majority slate of directors.

The amendment to the Agreement provides that the sections of the Agreement which contractually replicate the provisions of Section 203 of the DGCL for Trian will not automatically terminate, if not earlier terminated, on November 5, 2011. Instead, those provisions of the agreement will terminate on the earliest to occur of the events described in clauses (i) and (iii) above.

For the foregoing reasons, Wendy s/Arby s believes that Article VI of the Certificate of Incorporation could unduly restrict a business combination between Wendy s/Arby s and an interested stockholder that may, in the judgment of its independent directors and a majority of its stockholders, otherwise be in the best interests of the Company and its stockholders.

Interests of Certain Persons in the Proposal

As indicated above, Mr. Peltz, Mr. May and Mr. Garden are principals of Trian, and together with Trian, as of March 31, 2009, beneficially owned, in the aggregate, approximately 22% of the outstanding shares of Class A Common Stock. Therefore, each of Mr. Peltz, Mr. May, Mr. Garden and Trian constitute interested stockholders under Article VI of the Certificate of Incorporation and may be deemed to have an interest in this Proposal 6, which, if approved, would eliminate super-majority stockholder approval requirements for certain business combinations among such persons and the Company.

Summary of Business Combination Provision

Article VI of the Certificate of Incorporation provides that the approval of the holders of shares representing at least 75% of the voting power of the voting shares is required in order to approve certain business combinations if an interested stockholder or its affiliates or associates is a party to the transaction or its percentage equity interest in Wendy s/Arby s or any of its subsidiaries would be increased by the transaction. The required 75% approval of any business combination must include the affirmative vote of the holders of shares representing at least a majority of the voting power of all of the then outstanding voting shares exclusive of those shares beneficially owned by any interested stockholder.

The voting requirements outlined above will not apply, however, if:

(i) immediately prior to the time the business combination is consummated, Wendy s/Arby s is the beneficial owner (defined below) of a majority of each class of the outstanding equity securities of the interested stockholder;

(ii) the business combination was approved by at least a majority of the Board of Directors (even though not the entire Board of Directors), but only if a majority of the directors acting favorably upon such matter are continuing directors; or

(iii) the consideration to be received by the holders of each class of Wendy s/Arby s outstanding voting shares acquired by the interested stockholder is at least equal to the greater of the highest per share price (including any brokerage commissions, transfer taxes and soliciting dealers fees and with appropriate adjustments for recapitalizations, stock splits, reverse stock splits and stock dividends) paid by the interested stockholder for any shares of such class

(1) within the two-year period immediately prior to the first public announcement of the proposal of the business combination or

(2) in the transaction in which it became an interested stockholder, and is in cash or in the same form of consideration as the interested stockholder paid to acquire the largest number of voting shares previously acquired by it.

If either the ownership or form of consideration requirements set forth in clauses (i) and (iii) above are satisfied, the business combination will require the approval of the holders of at least two-thirds of the votes entitled to be cast by the holders of all the then outstanding voting shares, which Wendy s/Arby s refers to as the ratification percentage (and the additional majority vote described in the previous paragraph).

If the Board of Directors approves a business combination in accordance with the requirements set forth in clause (ii) above, the Board of Directors may, again in accordance with the voting provisions of such clause (ii), determine to require a vote of stockholders. If a stockholder vote is required for such business combination under applicable law (such as, for example, in the case of certain mergers or a liquidation), the Board of Directors will require the affirmative vote of the then outstanding voting shares equal to the higher of:

(i) the ratification percentage (such affirmative vote shall not require the additional majority vote), and

(ii) such other percentage as is required by law.

If a stockholder vote is not required for such business combination under law, the Board of Directors may, in its discretion, either decide not to require a stockholder vote to approve the business combination or require the affirmative vote of the outstanding voting shares equal to (A) the ratification percentage (such affirmative vote shall not require the additional majority vote) or (B) such other percentage as it so determines.

An interested stockholder generally is defined under the Certificate of Incorporation as the beneficial owner of 10% or more of the voting power of the outstanding voting shares (other than Wendy s/Arby s, its pension, profit sharing, employee stock ownership or other employee benefit plans, or its subsidiaries of which it owns a majority of each class or series of equity securities).

A business combination includes:

(i) any merger or consolidation of Wendy s/Arby s or any of its subsidiaries with or into (a) any interested stockholder or an affiliate or associate of an interested stockholder, or an affiliate thereof, or (b) any other corporation, which, after such merger or consolidation, would be an affiliate or associate of an interested stockholder or an affiliate thereof;

(ii) any sale, lease or other disposition (in one or a series of transactions) of a substantial part (as defined in the Certificate of Incorporation) of Wendy s/Arby s assets or the assets of any of its subsidiaries to an interested stockholder or an affiliate or associate of any interested stockholder, or an affiliate thereof;

(iii) any sale, lease or other disposition (in one or a series of transactions) to Wendy s/Arby s or any of its subsidiaries of any assets (excluding any voting shares, but including without limitation any securities whether outstanding, authorized but unissued or in treasury, issued by an interested stockholder, or by an affiliate or associate of an interested stockholder or by an affiliate thereof) of (a) any interested stockholder or (b) an affiliate or associate of an interested stockholder, or an affiliate thereof, if the amount paid therefor constitutes a substantial part of the assets of Wendy s/Arby s or any subsidiary; or

(iv) an issuance or transfer (or a related series of issuances or transfers) of Wendy s/Arby s securities or the securities of any of its subsidiaries (except upon conversion of convertible securities as a result of a pro rata stock dividend or stock split) to an interested stockholder or an affiliate or associate of an interested stockholder or an affiliate thereof, for consideration having an aggregate value of $5,000,000 or more;

(v) a liquidation, dissolution, spin-off, split up or split off of Wendy s/Arby s (if as of the record date for the determination of stockholders entitled to vote with respect thereto or, if no vote would otherwise be required, the date the transaction is planned to be consummated, any person is an interested stockholder);

(vi) a reclassification of securities (including, without limitation, any combination of shares or reverse stock split) or recapitalization of Wendy s/Arby s or a reorganization, merger or consolidation of Wendy s/Arby s with any of its subsidiaries, or any similar transaction, in any case having the effect, directly or indirectly, of increasing the percentage interest of an interested stockholder in any class of equity securities of Wendy s/Arby s or such subsidiary; and

(vii) any agreement, contract or other arrangement providing for any of the transactions described in this definition of business combination.

A continuing director is defined as one serving as a director whose election or appointment or recommendation by the Board of Directors for election by its stockholders was approved by at least a majority of the continuing directors then on its Board of Directors.

This Proposal 5 is not conditioned on the approval of any other Proposal.

A committee comprised solely of independent directors recommended the amendments to the Certificate of Incorporation reflected in Proposals 2, 3, 4, 5 and 6 to the Board of Directors, and, following such recommendation, the Board of Directors approved and declared advisable the proposed Amended and Restated Certificate of Incorporation, subject to stockholder approval.

The Amended and Restated Certificate of Incorporation reflecting the amendments to the Certificate of Incorporation described in Proposals 2, 3, 4, 5 and 6 is set forth in Annex A to this proxy statement, with deletions indicated by strikeout and additions indicated by underline. The description of the proposed Amended and Restated Certificate of Incorporation is only a summary of the material terms and is qualified by reference to the actual text as set forth in Annex A.

If this Proposal is approved by the stockholders, the Company will file the proposed Amended and Restated Certificate of Incorporation with the Delaware Secretary of State promptly after the Annual Meeting to effect the proposed amendments.

Vote Required for Approval

The affirmative vote of two-thirds of the total voting power of the outstanding voting shares of the Company entitled to vote at the Annual Meeting or any adjournment or postponement thereof is required for approval of this Proposal. Because the Class A Common Stock is the only class of voting shares with shares outstanding on the record date, the affirmative vote of two-thirds of the outstanding shares of Class A Common Stock entitled to vote at the Annual Meeting or any adjournment or postponement thereof is required to approve this Proposal. An abstention on this Proposal is not an affirmative vote and therefore will have the same effect as a vote against this Proposal. Therefore, it is important that you vote your shares by proxy or in person at the Annual Meeting.

THE BOARD OF DIRECTORS HAS DECLARED THIS AMENDMENT ADVISABLE AND RECOMMENDS A VOTE FOR THIS PROPOSAL 6

PROPOSAL 7.
REAPPROVAL OF PERFORMANCE GOAL BONUS AWARDS PORTION OF THE 1999 EXECUTIVE BONUS PLAN

(Item 7 on the Company s Proxy Card)

Introduction

The 1999 Executive Bonus Plan is designed to provide incentive compensation for designated executive officers and key employees of the Company and its subsidiaries that is directly related to the financial performance of the Company. The 1999 Executive Bonus Plan was approved by the Company s stockholders on September 23, 1999. The 1999 Executive Bonus Plan was reapproved by the Company s stockholders at their annual stockholders meeting on June 9, 2004 and amendments to the 1999 Executive Bonus Plan were approved by the Company s stockholders on June 1, 2005 and June 5, 2007.

The 1999 Executive Bonus Plan, which became effective as of May 3, 1999, following shareholder approval, provides for Performance Goal Bonus Awards (under Part II) to be awarded to designated participants. A description of the Performance Goal Bonus Awards portion of the 1999 Executive Bonus Plan has been previously disclosed to stockholders in the proxy statement for the September 23, 1999 annual stockholders meeting (the 1999 Proxy Statement), in the proxy statement for the June 1, 2005 annual stockholders meeting (the 2005 Proxy Statement) and the proxy statement for the June 5, 2007 annual stockholders meeting (the 2007 Proxy Statement[1]).

Our stockholders are being asked to reapprove the 1999 Executive Bonus Plan to ensure that Performance Goal Bonus Awards made under Part II of the 1999 Executive Bonus Plan using the performance criterion described herein will be deductible by the Company. Section 162(m) of the Code generally does not allow publicly held companies to obtain tax deductions for compensation of more than $1 million paid in any year to their chief executive officer, or any of their other three most highly compensated executive officers, unless such payments are performance-based in accordance with conditions specified under Section 162(m) and the related Treasury Regulations. One of those conditions requires the Company to obtain stockholder approval of the material terms of the performance goals set by a committee of outside directors. In addition, if such committee has the authority to change the targets under a performance goal after shareholder approval of the goal, the material terms of the performance goals must be disclosed and reapproved by stockholders no later than five years after such stockholder approval was first received. The Performance Committee has authority with respect to Performance Goal Bonus Awards granted under the 1999 Executive Bonus Plan. Therefore, the Performance Committee is recommending that the stockholders reapprove the material terms of the performance goals applicable to the Performance Goal Bonus Awards portion of the 1999 Executive Bonus Plan, as described below. Subject to such reapproval, and if the applicable performance goals are satisfied, this proposal would enable the Company to continue to pay performance-based compensation to executive officers of the Company pursuant to the Performance Goal Bonus Awards portion of the 1999 Executive Bonus Plan and to obtain tax deductions for such payments, without regard to the limitations of Section 162(m). If this Proposal 7 is not approved by stockholders, no further bonus awards will be payable pursuant to the Performance Goal Bonus Awards portion of the 1999 Executive Bonus Plan. The Compensation Committee and Performance Committee, however, reserve the right to pay discretionary bonuses to named executive officers that are not deductible under Section 162(m).

Performance Goal Bonus Awards are based on the Company (or operating units of the Company) achieving certain specific levels of performance with reference to one or more objective criteria outlined in the 1999 Executive Bonus Plan and as described below. Performance bonus award targets are established annually by the Performance Committee based on specific categories of criteria set forth in the 1999 Executive Bonus Plan. Such criteria include EBITDA adjusted for specified items, margins, net income, earnings per share, the successful completion of acquisitions, dispositions, recapitalizations, financings and refinancings, return on the Company s investment portfolio and other market and operating performance measures, including, among other things, market share, productivity improvement and stock price. The Performance Committee establishes the performance goals as to each participant for each plan year and, if more than one performance goal is established, the weighting of the performance goals. Performance Goal Bonus Awards may not exceed $5,000,000 to any single participant for any plan year. The Performance Committee may, in its sole and absolute discretion,

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1 Part I of the 1999 Executive Bonus Plan, which provided for Formula Bonus Awards, is no longer available since the only two executives eligible for such awards are no longer employed by the Company. Although this proposal refers to approval of the Performance Goal Awards portion of the 1999 Executive Bonus Plan, there are no other operative portions of the plan providing for awards of Formula Bonus Awards.

adjust or modify the calculation of the performance goals in certain circumstances. In addition, the 1999 Executive Bonus Plan provides that the Performance Committee may use its discretion to reduce or eliminate a Performance Goal Bonus Award even if certain performance goals have been achieved

Summary of the Performance Goal Bonus Award Portion of the 1999 Executive Bonus Plan

The following description of the Performance Goal Bonus Awards portion of the 1999 Executive Bonus Plan is merely a summary of certain provisions thereof and is qualified in its entirety by the full text of the 1999 Executive Bonus Plan which was filed as Exhibit A to the 1999 Proxy Statement and should be read in conjunction with the text of amendments to the 1999 Executive Bonus Plan, which are attached as Annexes A and B to the 2005 Proxy Statement and the 2007 Proxy Statement, respectively, and the following summary. Stockholders may request a copy of the 1999 Executive Bonus Plan by contacting the Company at 1155 Perimeter Center West, Atlanta, Georgia 30338, Attn: Corporate Secretary.

Administration. The Performance Goal Bonus Awards portion of the 1999 Executive Bonus Plan (Part II) is administered by a committee (the Committee) that is selected by the Board and is composed of two or more members of the Board, each of whom is required to be an outside director (within the meaning of Section 162(m)). The Committee is currently the Performance Committee and will be the Compensation Committee if it meets the preceding requirements.

The Committee has all the authority that may be necessary or helpful to enable it to discharge its responsibilities with respect to the Performance Goal Bonus Awards portion of the 1999 Executive Bonus Plan. Without limiting the generality of the foregoing, and in addition to any other authority or responsibility specifically granted to the Committee in the 1999 Executive Bonus Plan, the Committee has the exclusive right to (a) interpret the 1999 Executive Bonus Plan, (b) determine eligibility for participation in the 1999 Executive Bonus Plan, (c) decide all questions concerning eligibility for and the amount of awards payable under the 1999 Executive Bonus Plan, (d) construe any ambiguous provision of the 1999 Executive Bonus Plan, (e) correct any default, (f) supply any omission, (g) reconcile any inconsistency, (h) issue administrative guidelines as an aid to administer the 1999 Executive Bonus Plan, (i) make regulations for carrying out the 1999 Executive Bonus Plan and make changes in such regulations as they from time to time deem proper and (j) decide any and all questions arising in the administration, interpretation and application of the 1999 Executive Bonus Plan.

The Committee has full discretionary authority in all matters related to the discharge of its responsibilities and the exercise of its authority under the 1999 Executive Bonus Plan including, without limitation, its construction of the terms of the 1999 Executive Bonus Plan and its determination of eligibility for participation and awards under the 1999 Executive Bonus Plan. The decisions of the Committee and its actions with respect to the 1999 Executive Bonus Plan are final, binding and conclusive upon all persons having or claiming to have any right or interest in or under the 1999 Executive Bonus Plan. However, except to the extent otherwise prohibited by law or to the extent such delegation would cause any award to fail to satisfy the requirements of Section 162(m), the Committee may delegate in writing to one or more persons some or all of its authority; provided, however, that awards to participants who are covered employees within the meaning of Section 162(m) (Covered Employees) must be made by the Committee.

Effective Date. The 1999 Executive Bonus Plan became effective as of May 3, 1999. The Performance Goal Bonus Awards portion of the 1999 Executive Bonus Plan was reapproved by the

Company s stockholders on June 9, 2004 and amendments to the 1999 Executive Bonus Plan were approved by the Company s stockholders on June 1, 2005 and June 5, 2007.

Eligibility. The 1999 Executive Bonus Plan provides that the Committee designate for each Plan Year(s) which executive officers and key employees of the Company and its subsidiaries, if any, will be eligible for a Performance Goal Bonus Award for such Plan Year(s). The Committee designates such individuals prior to the date on which the Committee establishes the Performance Goals (as defined below) for a Plan Year(s) (as discussed below). The Committee may designate at any time Performance Goal Bonus Award(s) for one or more executive officers or key employees in respect of more than one Plan Year, provided that the designation shall be made no later than the Performance Goals Date (as defined below) of the first Plan Year in respect of which the Performance Goal Bonus Award(s) is granted. A Plan Year is the Company s accounting fiscal year or such other period as the Committee in its sole discretion may determine.

Performance Goal Bonus Awards. Each Performance Goal Bonus Award is payable only upon achievement over the Plan Year(s) of pre-established objective performance goals established by the Committee for such Plan Year(s) (the Performance Goals). The Committee may designate one or more Performance Goals with respect to Performance Goal Bonus Awards available under the 1999 Executive Bonus Plan. The Performance Goals will be based on attainment of specific levels of performance of the Company (or operational units of the Company) with reference to one or more of the following criteria:

(1) earnings per share;

(2) market share;

(3) margins (limited to gross margin, Adjusted EBITDA (as defined below) margin, and Adjusted EBITDA (as defined below but excluding clause (1) of such definition) margin);

(4) productivity improvement;

(5) costs or expenses;

(6) successful completion of acquisitions, dispositions, recapitalizations,

financings or refinancings;

(7) total return on investment portfolio;

(8) pre-tax net realized capital gains;

(9) stock price;

(10) net investment income;

(11) consolidated net income, plus (without duplication and only to the extent such amount was deducted in calculating such consolidated net income) interest expense, income taxes, depreciation expense and amortization expense; and

(12) aggregate consolidated net income for the applicable fiscal year determined in accordance with United States generally accepted accounting principles as in effect from time to time (GAAP), applied on a basis consistent with past practice, modified as follows (as so

modified
Modified
EBITDA):

plus (without duplication and only to the extent such amount was deducted in calculating such consolidated net income) the following items on a consolidated basis: (a) interest expense; (b) income taxes; (c) depreciation expense; and (d) amortization expense;

minus (without duplication and only to the extent such amount was included in calculating such consolidated net income) the following items on a consolidated basis: (e) interest income; and (f) other income not included in operating profit under GAAP;

and further adjusted to

exclude the impact of: (i) Annual Operating Plan net expense variances attributable to the financing of new units (opened during the applicable fiscal year) through capital leases instead of operating leases as contemplated by the Annual Operating Plan, provided that (A) no adjustment under this clause (i) shall be made in respect of such new units in excess of the total number of new units contemplated by the Annual Operating Plan, (B) no adjustment under this clause (i) shall be made in respect of (1) new units financed through capital leases, other than such new units in excess of the total number of new units contemplated by the Annual Operating Plan to be financed through capital leases or (2) new units financed through operating leases, other than such new units in excess of the total number of new units contemplated by the Annual Operating Plan to be financed through operating leases; (ii) acquisitions and dispositions, by (A) disregarding for any portion of the fiscal year in which any assets are acquired (and any later fiscal years) any portion of actual Modified EBITDA attributable to any such acquired assets and (B) reducing the applicable Performance

Goal and Cumulative Performance Goal for the fiscal year in which any assets are disposed (and any later fiscal years) by the projected amount of Modified EBITDA attributable to any such disposed assets for the portion of the fiscal year of disposition (and any later fiscal years) that was reflected in such Performance Goal and Cumulative Performance Goal; (iii) all items of gain, loss or expense determined to be extraordinary or unusual in nature or infrequent in occurrence, as determined in accordance with standards established by Opinion No. 30 of the Accounting Principles Board, and any amendment, restatement, modification, supplement or successor thereto; and (iv) all items of expense related to equity based compensation determined in accordance with the standards established by Statement of Financial Accounting Standards No. 123(R), and any amendment, modification or successor thereto.

Adjusted EBITDA for any Plan Year (or other referenced period) means the Company s (or with respect to an acquired company, the acquired company s operating income for such Plan Year or other referenced period), as reflected on the Company s consolidated audited financial statements, adjusted to exclude the impact of:

(1) depreciation and amortization expenses;