

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Unless otherwise noted, the section references to (i) "us", "our", "we", "the Company" and "YUM" refer to YUM Brands, Inc. and its consolidated subsidiaries, (ii) "the Parent" refers to YUM Brands, Inc., on a stand-alone basis, (iii) "the Issuers" refers to KFC Holding Co., Pizza Hut Holdings, LLC and Taco Bell of America, LLC, which are direct wholly-owned subsidiaries of the Parent and co-issuers of \$1.05 billion of 5.00% Senior Notes due 2024, \$1.05 billion of 5.25% Senior Notes due 2026, and \$750 million of 4.75% Senior Notes due 2027 (collectively, the "Subsidiary Senior Unsecured Notes") and co-borrowers under the Credit Agreement, as defined in our annual report on Form 10-K for the year ended December 31, 2018 filed with the SEC (the "2018 10-K") on February 20, 2019; (iii) "the Specified Guarantors" refers to collectively Yum Restaurant Services Group, LLC, Restaurant Concepts LLC and Taco Bell Corp. (including their subsidiaries except for Taco Bell Funding, LLC and its special-purpose, wholly owned subsidiaries), which are directly wholly-owned subsidiaries of the Parent and guarantors of the Notes and under the Credit Agreement; (iv) "the Companies" refers to collectively the Issuers and the Specified Guarantors, (v) "the Taco Bell Securitization Entities" refers to collectively Taco Bell Funding, LLC, a Delaware special purpose limited liability company and wholly owned subsidiary of Taco Bell Corp, and its special-purpose, wholly owned subsidiaries, and (vi) the "Restricted Group" refers collectively to the Companies and their subsidiaries, other than the Taco Bell Securitization Entities which will not be subject to the covenants under the Indenture governing the Subsidiary Senior Unsecured Notes and the Credit Agreement, and also excludes the Parent and ABR Insurance Company which will not be subject to such covenants as well.

This discussion should be read in conjunction with the Condensed Consolidated Financial Statements ("Financial Statements") and the section "Management's Discussion and Analysis of Financial Condition and Results of Operations" contained in our quarterly report on Form 10-Q for the quarter ended March 31, 2019 as filed with the SEC on May 7, 2019 (the "First Quarter 10-Q") and contains additional information related to the pro forma results of operations and financial condition of the Restricted Group. None of the financial information in this discussion has been audited or reviewed by our auditors. This discussion has been prepared and posted to our website in accordance with our reporting obligations under the Indenture governing the Subsidiary Senior Unsecured Notes and the Credit Agreement. You should read the following Restricted Group's pro forma results of operation and financial condition together with the information included in our 2018 10-K, especially the information under the heading "Risk Factors".

Pro Forma Results of Operations for the Restricted Group

The following table sets forth certain unaudited financial and operating data of the Restricted Group as of the dates and for the periods indicated after giving pro forma effect to the exclusion of the Taco Bell Securitization Entities from the Restricted Group as if the Securitization Transaction had occurred on the first day of fiscal year 2018.

	Quarter ended		
	2019	2018	% B/(W)
Company sales	\$ 333	\$ 512	(35)
Franchise and property revenues	485	468	4
Franchise contributions for advertising and other services	309	275	12
Total revenues	<u>\$ 1,127</u>	<u>\$ 1,255</u>	(10)
Restaurant profit	\$ 50	\$ 61	(16)
Restaurant margin %	15.2 %	11.8 %	3.4 ppts.
G&A expenses	\$ 178	\$ 188	5
Operating Profit	\$ 328	\$ 455	(28)

Performance Metrics

Unit Count	3/31/2019	3/31/2018	% Increase (Decrease)
Franchise	41,456	38,105	9
Company-owned	857	1,345	(36)
	<u>42,313</u>	<u>39,450</u>	7

	Quarter ended	
	2019	2018
System Sales Growth (decline), reported	3%	9%
System Sales Growth, excluding FX	8%	4%
Same-store Sales Growth %	3%	1%

The Securitization Transaction and the exclusion of the Taco Bell Securitization Entities from the Restricted Group had the following pro forma impact on the financial and operating data of the Restricted Group and the Taco Bell Division of the Restricted Group in comparison to the corresponding data of YUM and the Taco Bell Division:

Units

- A total of 6,144 and 5,873 U.S. Taco Bell franchise units were excluded from the Restricted Group as of March 31, 2019 and 2018, respectively, as the Restricted Group no longer receives franchise fees from these restaurants.

Franchise and Property Revenues

- Franchise and property revenues decreased \$127 million and \$116 million during the quarters ended March 31, 2019 and 2018, respectively, due to the exclusion of the franchise fees paid by all U.S. Taco Bell franchise restaurants as a result of the Securitization Transaction.

Company Restaurant Expenses

- Company restaurant expenses increased \$11 million and \$13 million during the quarters ended March 31, 2019 and 2018, respectively, due to the payment of royalty fees of 5.5% of annual sales to the Taco Bell Securitization Entities by all U.S. Company-owned Taco Bell restaurants (which are part of the Restricted Group).

G&A Expenses

- G&A expenses decreased \$30 million and \$28 million during the quarters ended March 31, 2019 and 2018, respectively, due to the management fees paid by the Taco Bell Securitization Entities to Taco Bell Corp. as manager of the Taco Bell Securitization Entities. These fees are recorded as a reduction of G&A expenses and, on an annual basis, are equal to the sum of a base fee of \$35 million (subject to 2% per annum escalation, compounded annually) plus 15.1% of total securitization cash revenue paid to the Taco Bell Securitization Entities by company stores and franchisees for the year.

Consequently, the overall operating margins of the Restricted Group are negatively impacted due to the exclusion of franchise and license fees from U.S. Taco Bell franchised restaurants and our obligation to pay franchise fees on U.S. Taco Bell Company-owned restaurants to the Taco Bell Securitization Entities, with no corresponding reduction of Restricted Group expenses (other than a partial offset by the management fee paid to the Restricted Group by the Taco Bell Securitization Entities as reimbursement for a portion of G&A expenses).

Amounts transferred to or on behalf of Yum! Brands, Inc. as Parent Entity Expenses (as defined in the Indentures) or operating costs and expenses incurred in the ordinary course of business (as permitted by the Credit Agreement) are excluded from G&A expenses of the Restricted Group. G&A expenses of the Restricted Group were reduced for such costs by \$3 million for each of the quarters ended March 31, 2019 and 2018.

System sales growth was negatively impacted by the refranchising of U.S. Company-owned Taco Bell restaurants. These refranchised units were no longer included in the Restricted Group upon completion of the refranchising transaction.

Restricted Group - Taco Bell Division

	Quarter ended			
	2019	2018	% B/(W)	
			Reported	Ex FX
System Sales Growth			(11)	(10)
Same-Store Sales Growth %			3	N/A
Company sales	\$ 197	\$ 243	(19)	(19)
Franchise and property revenues	17	12	40	42
Franchise contributions for advertising and other services	104	91	14	14
Total revenues	<u>\$ 318</u>	<u>\$ 346</u>	(8)	(8)
Restaurant profit	\$ 33	\$ 36	(6)	(6)
Restaurant margin %	16.5%	14.2%	2.3 ppts.	2.3 ppts.
G&A expenses	\$ 13	\$ 12	(16)	(17)
Franchise and property expenses	9	6	(53)	(54)
Franchise advertising and other services expense	102	90	(13)	(13)
Operating Profit	\$ 30	\$ 31	(3)	(3)

Unit Count	3/31/2019	3/31/2018	% Increase (Decrease)
Franchise	488	405	20
Company-owned	473	605	(22)
	<u>961</u>	<u>1,010</u>	(5)

Company Sales. The quarterly decrease in Company sales was driven by refranchising offset by company same-store sales growth of 4% and net new unit growth.

Restaurant Profit. The quarterly decrease in Restaurant profit was driven by refranchising offset by company same-store sales growth.

G&A Expenses. The quarterly increase in G&A expenses was driven primarily by the unfavorable impact of lapping prior year forfeitures related to share based compensation awards, offset by higher management fees paid by the Taco Bell Securitization Entities.

Operating Profit. The quarterly decrease in Operating Profit was driven by refranchising and higher G&A expenses, partially offset by same-store sales growth.

Additional Information Related to Restricted Group:

Adoption of Topic 842

Starting in February 2016 and continuing into 2019, the Financial Accounting Standards Board (“FASB”) issued standards on the recognition and measurement of leases (“Topic 842”). We adopted these standards beginning with the quarter ended March 31, 2019, using a modified retrospective transition approach for leases existing at, or entered into after, the beginning of 2019. The impact on the Restricted Group Operating Profit was not significant.

Refer to Notes 2 and 5 of the Form 10-Q for the quarter ended March 31, 2019 for further discussion.