



Raising Cane's Restaurants, LLC and its affiliates (collectively, the "Company") have adopted this Business Ethics Policy (the "Policy") for its Crewmembers in order to deter wrongdoing and to promote:

- Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- Compliance with applicable governmental laws, rules, and regulations;
- The intolerance of any harassment or discrimination;
- Protection of the Company's legitimate business interests, including confidential information;
- The prompt internal reporting to an appropriate person of violations of this Policy; and
- Accountability for adhering to the Policy.

Contact anyone in Management, Crew Resources, Legal, or use the confidential Crewmember Hotline (1-877-240-6060) if you have any concerns. This Policy is not an express or implied contract of employment and does not create any contractual rights of any kind between yourself and the Company.

### **I. Honest and Ethical Conduct**

Crewmembers are expected to act and perform their duties with the utmost integrity. Integrity requires being honest and ethical, which means being free from fraud or deception. Crewmembers are obligated to act honestly while still maintaining the confidentiality of information where required. Operating ethically includes appropriately handling actual or apparent conflicts of interest between personal and professional relationships, as discussed below. Specific requirements for our Real Estate & Development department are attached as Exhibit A.

### **II. Conflicts of Interest**

A conflict of interest exists where a person's interests or benefits interfere or appear to interfere with the interests of the Company. Interests in other companies, including potential competitors and suppliers, which are not purely for investment purposes, may present a conflict of interest. Crewmembers or their families must not receive personal kickbacks or rebates related to Company business. Kickbacks and rebates can take many forms and are not limited to direct cash payments or credits in connection with a particular transaction. In general, if you or your family stand to gain personally from the transaction, it is prohibited. Such practices are not only unethical, but are in many cases illegal.

Of course it's not possible to describe every situation where a conflict of interest may arise, but Crewmembers must never use or attempt to use their position with the Company to obtain improper personal benefits. Any Crewmember who is aware of a conflict of interest or is concerned that one may arise is required to promptly discuss the matter with Crew Resources, the Crewmember Hotline, and/or the Company's Corporate Counsel.

### **III. Compliance**

It's the Company's policy to comply with all applicable laws, rules, and regulations. It's the personal responsibility of each Crewmember to adhere to the standards and restrictions imposed by those laws, rules, and regulations. Any Crewmember who is unsure whether a situation violates any applicable law, rule or regulation should discuss the matter with the Company's Corporate Counsel.

No payments of Company money, gifts, services, entertainment, or anything else of value may be offered or made available in any amount, directly or indirectly, to any government official or employee. Such payments or offers are not legal in the United States. Such payments may not be made in other countries even if legal there and regardless of the nationality of the recipient, if such payments would be a violation of U.S. law (notably the Foreign Corrupt Practices Act (the "FCPA")). The FCPA is applicable to the Company and prohibits certain payments to foreign government officials for the purpose of obtaining, retaining, or directing business. Employees who interact with such officials or foreign entities are required to become familiar with and comply with this law. If in doubt, consult the Company's Corporate Counsel.

### **IV. Harassment & Discrimination**

The Company knows that our Crewmembers perform best in a work environment free from unlawful harassment and discrimination. We believe in these values because they make good business sense and are the right things to do. To that end, the Company prohibits harassment and discrimination and seeks to prevent it with an effective complaint process. Crewmembers must take care to treat others the way they would expect to be treated, as professional adults, understanding of our diverse workforce. All Crewmembers are



responsible for creating and maintaining a work environment free from harassment, discrimination, and other inappropriate behavior. Please refer to your Crewmember Handbook & Arbitration Agreement for further information.

#### **V. Confidentiality**

In working for the Company, Crewmembers often learn confidential or proprietary information about the Company, its Customers, suppliers, and other parties. Such confidential information includes strategic plans, sales figures, financial information, supplier information, marketing plans, and, of course, the recipe for CANE'S SAUCE®. Crewmembers must maintain the confidentiality of all information entrusted to them, except when disclosure is authorized in writing by the Company or legally mandated. Such confidential or proprietary information about our Company could be harmful to us and useful to competitors if disclosed. Please refer to your Crewmember Handbook & Arbitration Agreement for further information.

#### **VI. Internal Reporting**

Crewmembers shall take all appropriate action to stop any misconduct by fellow Crewmembers that violate this Policy reporting such known or suspected misconduct to any level of Management, Crew Resources, the Crewmember Hotline, and/or the Company's Corporate Counsel. The Company will not retaliate or tolerate others' retaliation against Crewmembers who report such violations in good faith or who participate in any investigation of a suspected violation. The Company will do its best to protect the anonymity of any reporting Crewmember who so requests it, as well as the confidentiality of matters associated with a report or investigation, consistent with the Company's obligation to investigate reported matters and comply with applicable law. Crewmembers are expected to preserve the confidentiality of investigative matters under the Policy.

#### **VII. Accountability**

Any violation of this Code may result in disciplinary action, up to and including separation from employment, and if warranted, legal proceedings. This Policy is a statement of certain fundamental principles, policies and procedures that govern Crewmembers in the conduct of the Company's business. It is not an express or implied contract of employment and does not create any contractual rights of any kind between you and the Company. It is not intended to and does not create any rights in any Crewmember, Customer, supplier, competitor, equity holder or any other person or entity. Corporate Counsel will investigate violations and appropriate action will be taken in the event of any violation of this Policy.

#### **VIII. Waivers & Amendments of the Policy**

The Company is committed to continuously reviewing and updating our policies and procedures. Therefore, this Policy is subject to modification at any time. Any amendment or waiver of any provision of this Code must be approved in writing by the Company.

***Remember, we expect you to speak up. Ask questions. Bring your concerns into the open.***

When faced with a decision you're unsure about, ask yourself:

- Is it legal?
- Does it follow our Company's policies?
- How will the decision affect others (Customers, suppliers, competitors, fellow Crewmembers)?
- How will the decision look to others?
- How would you feel if the decision was made public?
- Have you fully thought through the implications of the decision?
- Should you talk to someone else about the decision?

**Contact anyone in Management, Crew Resources, Legal,  
or call the confidential Crewmember Hotline (1-877-240-6060) if you have any concerns.**



**CREWMEMBER ACKNOWLEDGEMENT & CERTIFICATION**

*Certification Period: January 1, 2018 to December 31, 2018*

I acknowledge that I have read and understand the Raising Cane's Business Ethics Policy (the "Policy"). I agree to abide by the Policy and to stay apprised of any amendments that I receive during my employment with Raising Cane's. I understand that the Policy is not an express or implied contract of employment and does not create any contractual rights of any kind between myself and the Company. If I have any questions about this Policy, or if I observe any apparent violation of the Policy or other Company rules, I agree to contact my Manager, another member of management, Crew Resources, Legal, and/or the Crewmember Hotline.

I understand and acknowledge that nothing in this Policy or attachments hereto is intended to prohibit me from reporting concerns, making lawful disclosures, or communicating with any governmental authority about conduct I believe violates any laws or regulations.

I certify that to the best of my knowledge and information, I have no reason to believe that there is or has been during the Certification Period above a violation of the Policy, and if there has been, I have reported such violation as set forth in the Policy.

***By providing my signature below, I agree to comply with the Raising Cane's Business Ethics Policy.***

\_\_\_\_\_  
Crewmember's Signature

\_\_\_\_\_  
Date

\_\_\_\_\_  
Printed Name of Crewmember