



**BLOOMIN'
BRANDS** INC[®]

OUTBACK
STEAKHOUSE

CARRABBA'S
ITALIAN GRILL

BONEFISH
GRILL

F
Fleming's
PRIME STEAKHOUSE & WINE BAR

AUSSIE GRILL

CODE OF CONDUCT



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MESSAGE FROM OUR CEO

In the late 1980s, our founders developed an Australian-inspired concept with a “No Rules, Just Right” mindset, aimed at creating a fun, friendly, and differentiated dining experience. We have a rich heritage of driving success by focusing on exceeding expectations and by putting Our People – customers, Team Members, and business partners – first.

Putting Our People first means operating with honesty and integrity, as we have done faithfully for more than 30 years. Our longstanding Principles & Beliefs are the foundation of our behaviors, and this Code of Conduct, and the Policies and Procedures that flow from it, guide us as to how to conduct ourselves daily with courage, excellence, quality, wisdom, trust, respect, sound judgment, and honesty, all while having fun, maintaining balance, and providing a hospitable, welcoming environment for all.

Although this Code provides examples to help you make the right decisions or ask the right questions, it does not cover every scenario you might encounter during your employment with Bloomin' Brands. The Code's purpose is to provide our general ethical standards for your conduct. Compliance with the Code is essential to our continued success and integrity as an organization.

Thank you for taking the time to read and follow our Code. Please use it, and the related resources it references, as your guide to doing what's right - and speak up if you see any violations.

Our Team Members are what set us apart and are at the center of everything we do. We would not be successful without the support of our Restaurant Support Center employees, Outbackers, Carrabbamicos, Anglers, Associates, and Aussies around the world. Thank you for all you do and for always making the decision to do the right thing. Together, we've got this!



– David Deno



VISION:

Being the company of restaurants most trusted to nourish and delight Our People – one moment at a time.

MISSION:

To build a portfolio of unique, founder-inspired restaurants that deliver exceptional quality and welcoming hospitality that make ours the restaurants of choice.

WHAT IS A CODE OF CONDUCT?

Our Code of Conduct defines who we are as an organization and is designed to help you in making ethical decisions in your day-to-day business activities. It provides guidance on how we must interact with current and potential suppliers, customers, franchisees, coworkers, competitors, government and self-regulatory agencies, investors, the public, the media, and others. The Code, supported by our Company Policies and Procedures, provides direction on how to maintain high ethical standards in our business conduct while also complying with applicable laws and regulations of those countries where we do business.

Why Do We Need A Code of Conduct?

Our Code is critical to our success and guides, along with our Principles & Beliefs, our actions and behavior. The Bloomin' Brands Code of Conduct is to be used to consider the appropriateness of particular conduct or behavior, and it can help you deal with ethical dilemmas that you may encounter in your everyday work activities.

To Whom Does The Code of Conduct Apply?

The Code of Conduct applies to every employee, officer, and director of the Company as well as suppliers and consultants that provide products and services to us.

When Will I Need to Use the Code of Conduct?

You must review and understand the Code as you begin employment. Refer to our Code of Conduct if you have questions or feel uneasy about the course of action taken or to be taken by you, another Team Member, a customer, or a business partner. But remember – this Code cannot anticipate every issue. Situations may come up where you are not sure what to do. If you want to discuss a challenging situation, or report a violation, then speak with a trusted manager, report it at bloominbrands.ethicspoint.com, or refer to our Ethics and Compliance Hotline Policy to find other contacts and resources available to you.

What Are My Responsibilities?

Under the Code of Conduct, you are responsible for:

- Behaving and acting with the highest standards of honesty and integrity. Misconduct will not be excused even if it was directed or requested by someone else. No one has the authority to request that you violate our Code.
- Reading, understanding, and following our Code of Conduct, Policies and Procedures.
- Knowing the rules, regulations, and laws relating to your position.
- Knowing who to contact if you have a question or need to report inappropriate conduct. Review our Ethics and Compliance Hotline Policy for more information.
- Reporting suspected violations of the Code promptly.

Bloomin' Brands leaders and People Managers are also responsible for setting the right tone, engaging with their Team Members to promote compliance with our Code, and serving as an example with respect to acceptable behavior.

Where Do I Find All of the Bloomin' Brands Policies and Procedures, Including Those Referenced in this Code?

To review our policies, log into [MyBBI.com](https://mybbi.com) and click the Digital Resources dropdown to find Policies and Procedures.

How Do I Report Potential Violations of Our Code?

You may report confidentially, and if desired anonymously, by calling our toll-free hotline at 1 (800) 806-1133 or visiting www.bloominbrands.ethicspoint.com. Review our Ethics and Compliance Hotline Policy for more information and avenues of contact, including reporting to your manager, HR Representative, our Chief Legal Officer, Head of Internal Audit, or Chief Compliance Officer. Investigations will be conducted in accordance with and by the individuals identified in our [Ethics and Compliance Investigation Procedures \(LG08-P01\)](#).

What Happens if I Do Not Follow Our Code of Conduct?

Team Members who do not follow the Bloomin' Brands Code of Conduct will face appropriate discipline and corrective action, up to and including termination, forfeiture of recoverable compensation, and reimbursing the Company for any monetary damages, as applicable. This may sound harsh, but we take our integrity seriously – and we expect our Team Members to do the same.

To report Code violations and concerns confidentially, and if desired, anonymously, call 1 (800) 806-1133 or visit:

www.bloominbrands.ethicspoint.com.

No Team Member will be retaliated against for a report made in good faith.

Not all Bloomin' Brands Policies and Procedures are listed in this document. We encourage you to visit MyBBI.com > Digital Resources > Policies and Procedures to see a complete listing and access all related documents.

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OPERATING WITH COURAGE, EXCELLENCE, AND QUALITY

OPERATING WITH COURAGE, EXCELLENCE, AND QUALITY

Even though it may not always be the easy path, as Bloomin' Brands Team Members, we do what we believe to be right while striving to consistently improve the customer experience and welcoming the challenge to grow. Responsible, ethical behavior is expected from all of us before, during, and after work.

Compliance with Law

While Bloomin' Brands continuously aims to be the leader in our industry, we do so fairly and by complying with our policies, as well as with applicable laws and regulations. Team Members must seek to comply with all laws, rules, regulations, and court orders that apply to their responsibilities and report others who fail to do so.

Recognizing, Admitting, and Learning from Mistakes

At Bloomin' Brands:

- Team Members try new things, quickly learn from mistakes, and use that knowledge to improve the process or guest experience. For Bloomin' Brands to be successful, Team Members must often be willing to risk failure to make progress and stay current. We must act quickly but also with care, being prepared to “fail fast” and move on. Making mistakes is normal; however, mistakes must be shared with supervisors right away.
- Team Members must speak up if they see wrongdoing. If you see or suspect that our Company, customer, or supplier records are intentionally or mistakenly wrong, misleading or being falsified in any manner, let management know or report it at bloominbrands.ethicspoint.com or 1 (800) 806-1133.

RELATED TERMS

Falsification – The act of changing or modifying information with the intention of misleading someone. Bloomin' Brands strictly prohibits the falsification of any Company, customer, or third-party record. This includes failing to accurately report hours worked, not following tip reporting policies, and manipulating time records in any way.

RELATED POLICIES TO REVIEW

- [Ethics and Compliance Hotline Policy \(LG08\)](#)
- [Purchasing Card and Petty Cash Usage and Restaurant Cash Handling Policy \(AC03\)](#)
- [Purchasing Card and Petty Cash Procedures \(AC03-P01\)](#)
- [Restaurant Cash Handling Procedures \(AC03-P02\)](#)
- [Supplier Travel and Expense Policy \(SC07\)](#)

▶ OPERATING COURAGEOUSLY THROUGH RESPONSIBLE BEHAVIOR:

Learn about the priorities that Bloomin' Brands has identified to support our people, protect our environment, and focus on our ingredients at bloominbrands.com/our-commitment.



PUT YOUR KNOWLEDGE TO THE TEST

Robert, an Outback JVP, is reviewing cash deposits from Dec. 31 and notices that the numbers are off. When he asks the Managing Partner about it, the Partner says she may have inaccurately recorded the figures.

WHAT SHOULD ROBERT DO?

Robert and the Partner must work together immediately to rectify the numbers. Concerns about potentially inaccurate numbers must be shared right away with your manager, or be reported at 1 (800) 806-1133 or bloominbrands.ethicspoint.com.

TIP: If something seems improper or unethical, it probably is! It is important to recognize when situations feel wrong and to rely on your good judgment in order to respond appropriately. Trust your gut and let your conscience (and this Code of Conduct) be your guide.



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OPERATING WITH TRUST AND WISDOM

OPERATING WITH TRUST AND WISDOM

Bloomin' Brands provides us with the support and resources to rigorously pursue knowledge and skills and to use that information to enhance our customer experience. In our pursuit, we must use integrity and good judgment, making sound decisions when using Company property. And we must never falsify information, mislead someone, misrepresent the facts, or ignore any violation of the Code – violations must always be reported.

In addition, our business records must accurately represent Bloomin' Brands operations and assets. If your role involves financial recordkeeping or reporting, you have special responsibilities to ensure that all records are accurate, well-documented and shared in an appropriate and timely manner. This applies to both internal reporting and external disclosures, including disclosures to the United States Securities and Exchange Commission and other government agencies.

Safeguarding Our Assets

In your daily work:

- Use Company-issued equipment, software, and other Bloomin' Brands assets only for legitimate business purposes.
- Report any lost, stolen, or damaged Company Equipment or Authorized Equipment immediately. Do not lend, sell, or give away any of our assets unless you are authorized to do so. This includes trade secret, proprietary, or other confidential information to which you are exposed while working at Bloomin' Brands.
- Provide information that is full, fair, accurate, timely, and understandable in all reports and documents that Bloomin' Brands files with, or submits to, the Securities and Exchange Commission (SEC) as well as other public filings or communications that we make.
- Do your part in protecting Bloomin' Brands from cybersecurity attacks, which can negatively impact our Team Members, customers, and reputation. Report any suspicious emails, phone calls, or in-person visits to BBISpam@BloominBrands.com.

RELATED TERMS

Company Equipment – Hardware, such as laptops, desktop computers, external speakers, monitors, docking stations, smart phones, iPhones®, iPads®, tablets, wireless cards, and broadband cards, that are owned by Bloomin' Brands.

Authorized Equipment – Mobile devices or computers owned by Team Members that are permitted to access the Bloomin' Brands internal network via the approved connection methods established by our IT Department.

RELATED POLICIES TO REVIEW

- [Electronic Communications and Internet Use Policy \(IT02\)](#)
- [Security and Safety Policy and Procedure \(HR06\)](#)
- [IT Hardware and Mobile Device Policy \(IT07\)](#)
- [Information Management Policy \(LG17\)](#)
- [Purchasing Card and Petty Cash Usage and Restaurant Cash Handling Policy \(AC03\)](#)
- [Restaurant Cash Handling Procedures \(AC03-P02\)](#)
- [Supplier Travel and Expense Policy \(SC07\)](#)
- [Trademark Usage Policy \(LG14\)](#)



PUT YOUR KNOWLEDGE TO THE TEST

John is a Manager at Carrabba's Italian Grill, and he is also working on getting his master's degree in hospitality. He needs to use a certain software for one of his classes and is considering installing it on the Back of the House computer so he can finish homework during breaks.

WHAT SHOULD JOHN DO?

It is against Company policy to install non-Bloomin' Brands licensed software on Company-owned computer equipment. Any software used on Company computers must be pre-approved by our Information Security Team and properly licensed.

TIP: You can occasionally use your work computer, smart phone, or other device for non-business reasons during working hours as long as your actions:

- Adhere to the Bloomin' Brands Electronic Communications and Internet Use Policy
- Are limited to infrequent use of short duration and do not interfere with your job performance

Protecting Confidential Information

Your employment with Bloomin' Brands creates a relationship of confidence and trust with respect to its confidential information, even after your employment comes to an end. Know your responsibilities:

- Be protective. If your job exposes you to non-public information such as personally identifiable information or trade secrets, that information is confidential to Bloomin' Brands. Keep it secure and do not disclose it outside of the Company or to coworkers who do not have a business need to see it. Be aware of and protect against acts by third-parties who may try to unlawfully access our information (such as through phishing and other scams).
- Work with care, only accessing the information you need to do your job.
- Treat private information like your own, never sharing it with an unauthorized person.
- Keep trade secret, proprietary, or other confidential information that you are exposed to while working at Bloomin' Brands private. This information must never be shared outside of BBI, even after you leave the Company.
- Do not use confidential information acquired at work for personal advantage or the advantage of others; understand the securities laws that apply to you if you buy or sell our stock (or stock in other companies based on information you gain through our business relationship with them).
- Speak up if you see or suspect that confidential information has been improperly disclosed or has not been adequately secured. Talk to your manager or report it at bloominbrands.ethicspoint.com or 1 (800) 806-1133.

TIP: Remember the potential risks to you and our Company when using social media. When you post a message to social media, even if you think you are just chatting with your colleagues or friends and that your privacy settings are secure, assume you are making a public statement that will never go away. Bloomin' Brands Team Members must never discuss or disclose our confidential information on social media, nor post content on social media using offensive, harassing, threatening, or hateful language. Doing so is contrary to our standards of behavior and a violation of our Code.

RELATED TERMS

Personally Identifiable Information (PII)

– Any information that could potentially identify a specific individual, either directly or indirectly. It could be a name, photo, email address, date of birth, ethnicity, religion, driver's license number, credit card information, financial record, medical information, or employment history – or even posts on social networking sites. Medical information is often referred to as protected health information (PHI).

Material Non-Public Information –

Information that has not been made public but could have an impact on our share price or another company's share price, such as information related to our quarterly financial results or a merger or acquisition.

Trade Secret or Proprietary

Information – Trade secret or proprietary information has either actual or potential economic value. At Bloomin' Brands, this would include our recipes, future restaurant locations or business plans, and other confidential information.



PUT YOUR KNOWLEDGE TO THE TEST

Mary, a host, answers the phone at Bonefish Grill. The caller says he is from the Restaurant Support Center IT team and tells Mary that he is going to send over an email with an attachment that her Partner needs to open and install on the Back of the House computer.

WHAT SHOULD MARY DO?

Before opening any attachment from an unknown source, Mary or her Partner must check with the Information Security Team by emailing BBISpam@BloominBrands.com. This caller could be trying to steal confidential data from our systems. While it might feel uncomfortable to tell the caller that we need to check his identity first, it is necessary to ensure that our Company information is kept secure.

RELATED POLICIES TO REVIEW

- [Confidential Information Policy \(LG09\)](#)
- [Data Security Classification Policy \(IT04\)](#)
- [Disclosure and Communications Policy \(LG05\)](#)
- [Information Technology Security Policy \(IT01\)](#)
- [Insider Trading Policy \(LG03\)](#)
- [Privacy Protections Policy \(LG16\)](#)
- [Social Media Policy \(HR03\)](#)

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OPERATING WITH HOSPITALITY

OPERATING WITH HOSPITALITY

We are warm, welcoming, generous, and compassionate in what we do. We celebrate in the success and good fortune of others and in being the kind of company people welcome into their lives – our exceptional reputation is built and sustained by each of us every day.

Exchanging Gifts and Entertainment

In the hospitality industry, gifts are a common way of creating and maintaining relationships. However, gifts from our customers, potential or current suppliers or vendors, coworkers, or other business partners must never influence the decisions we make at Bloomin' Brands; nor may gifts from us be given with the intention of influencing the decisions of Team Members or others.

When it comes to gifts and entertainment, avoid even the appearance of something improper.

- With limited exceptions, you may not accept a gift from any person or entity in conjunction with your employment; obtain necessary approvals in advance.
- Never give anything of value to influence a business decision nor accept anything of value in return for influencing yours.
- Do not give anything of value to a government official, directly or indirectly, without receiving approval in advance from our Chief Compliance Officer.
- Report suspected bribes, kickbacks, or concerns regarding gifts at bloominbrands.ethicspoint.com, 1 (800) 806-1133, or directly to our Chief Legal Officer or Chief Compliance Officer.
- You *can* accept certain gifts. If a gift is clearly not intended to influence your actions as a Bloomin' Brands Team Member and you are comfortable that your actions will not be influenced, certain exceptions to the rule against gifts are described in our Gift and Entertainment Policy.

RELATED TERMS

Gift – What is considered a “gift” can be unclear sometimes. At Bloomin’ Brands, we consider a gift any good or service that is given for free or at a discounted price. Examples include:

- Cash
- Gift cards
- Stocks
- Food and beverages such as gift baskets or restaurant meals
- Entertainment access, including tickets to events
- Free, discounted, or paid for services like airfare and lodging

Bribe – Something of value given with the expectation of a favor in return.

Kickback – A payment or gift given to someone after he or she has acted a certain way.

FCPA – Foreign Corrupt Practices Act of 1977; makes it unlawful for certain people and entities to make payments to foreign government officials to assist in obtaining or retaining business.

Know your country’s laws regarding gifts, bribes, and kickbacks. The Foreign Corrupt Practices Act (FCPA), and the laws of many other countries where we do business, broadly prohibit bribery, including offering anything of value to a government official for the purpose of influencing such official. Penalties for violations are severe. It is our policy that nothing of value (such as money, gifts, meals, or entertainment) may be provided to a government official without the prior written approval of our Chief Legal Officer, for payments originating from our U.S. operations, or Chief Compliance Officer, for payments originating from our international operations. Always ask if you are in doubt.



TIP: Ask yourself if you would be embarrassed if anyone found out about your acceptance of a gift. Remember that all gifts of any type or value accepted as part of your employment must be disclosed to our Chief Legal Officer.



RED FLAGS:

When working with agents and consultants and when interacting with current and potential suppliers, there are common “red flag” statements you can listen for that may indicate potential unethical or illegal activity. These include:

- “Leave it to me; you don’t want to know.”
- “We do it differently here.”
- “Don’t question my fee; just let me get the deal.”
- “I know the right people...”
- “The agent I work with needs to be paid through a bank in another country.”
- “These government guys only deal with their own people.”

PUT YOUR KNOWLEDGE TO THE TEST

Anthony works in the Development Department at the Restaurant Support Center with responsibility over leases. A landlord sends Anthony small gifts every week in appreciation of our business. Individually, the gifts are nominal but over time their combined value is quite large.

WHAT SHOULD ANTHONY DO?

While hospitality norms dictate that it is impolite to refuse a gift, Anthony’s acceptance of any gift from one of our landlords could lead others to believe he is not acting impartially with respect to our lease options. Anthony must notify the landlord that he is unable to accept the gifts.

RELATED POLICIES TO REVIEW

- [FCPA and Anti-Corruption Policy \(LG11\)](#)
- [Gift and Entertainment Policy \(LG20\)](#)

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OPERATING WITH RESPECT

OPERATING WITH RESPECT

At Bloomin' Brands, the uniqueness and diversity of our Team Members provides a solid foundation upon which hospitality can flourish. We respect and encourage the different perspectives and experiences that Team Members bring to the table, and we respect each other's individual rights.

Providing a Welcoming, Safe, and Inclusive Environment

We are committed to providing a welcoming, safe, and inclusive environment for our Team Members, suppliers, guests, and communities.

Our service-focused culture succeeds because we value every person and respect our differences, including, but not limited to, those of gender, race, national origin, religion, sexual orientation, ability, and age. The hospitality we deliver every day is possible because we treat every customer, supplier, and each other with respect, and hold ourselves accountable for the role we play in making our restaurants safe and inclusive places to work.

Inappropriate behavior can take many forms, and discrimination, including harassment and bullying, workplace violence, libel, and slander, is not tolerated.

You can help Bloomin' Brands maintain a positive and inclusive workplace by practicing fairness in every decision:

- Base employment decisions only on relevant and lawful considerations, such as job performance, guest feedback, or attendance – never on protected characteristics.
- Support others, making sure everyone has a chance to participate and succeed.
- Be aware of your own actions and show respect in every interaction.
- Watch for acts of discrimination and speak up if you see or suspect it. Never ignore it.

RELATED TERMS

Harassment – A form of discriminatory activity (“Discriminatory Harassment”) when it consists of unwelcome verbal, nonverbal (for example, whistling), visual, or physical conduct based on protected characteristics (e.g. gender, race, national origin, religion, sexual orientation, ability, and age) that is so severe, persistent, or pervasive that it interferes with or limits a person’s ability to perform their job responsibilities, participate in, or benefit from the workplace.

Slander – A false verbal statement that is damaging to a person’s reputation.

Libel – A false written statement that is damaging to a person’s reputation.

RELATED POLICIES TO REVIEW

- [Non-Discrimination and Non-Harassment Policy \(LG06\)](#)
- [Responsible Alcohol Policy \(LG12\)](#)



PUT YOUR KNOWLEDGE TO THE TEST

One of Jessica's fellow hosts at Carrabba's Italian Grill texted a sexually explicit joke to the entire team, and she finds it offensive.

WHAT SHOULD JESSICA DO?

Each of us has a responsibility to promote a respectful workplace. If Jessica feels uncomfortable speaking directly with her coworker about the text, she can talk to her manager or use the Ethics and Compliance Hotline to report the issue anonymously.

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OPERATING WITH SOUND JUDGMENT

OPERATING WITH SOUND JUDGMENT

We remain objective and impartial when making business decisions, such as the selection of our suppliers or hiring of new Team Members, and we disclose any relationships that could impact our choices.

Avoiding Conflicts of Interest

Do not let personal interests interfere with your ability to make objective business decisions – make sure:

- You are aware of the kinds of situations where conflicts of interest typically arise.
- You avoid even the appearance of a conflict of interest.
- You disclose to our Chief Legal Officer any actual or potential conflict of interest, whether or not you deal directly with the applicable vendor or individual. This includes disclosing relationships you or your family members/significant others have with vendors, a vendors' employees, or their family members, significant others, affiliates, or entities that they have a financial interest in, such as:
 - Employment or managerial positions that any family members or significant others may have with any entity that is a competitor of or vendor to the Company.
 - Any employment agreements, non-compete or non-solicitation agreements, confidentiality agreements, or similar agreements with a former employer. Copies of any agreements like these must be provided to Bloomin' Brands for consideration when you are hired.

TIP: To disclose a potential conflict of interest, email the Bloomin' Brands Chief Legal Officer via Compliance@BloominBrands.com.

Team Members may not use their position at Bloomin' Brands to gain something personally. Prohibited situations may include:

- **Accepting gifts and entertainment** from vendors/suppliers other than in accordance with our Gift and Entertainment Policy.
- **Helping Bloomin' Brands to become a business partner** with or employer of relatives or friends. You must immediately disclose any relationships you or your family members/significant others have with any of our vendors or potential vendors seeking our business. Relationships include family relationships, personal relationships, relationships as co-investors, partners or shareholders in other businesses or entities, and any other relationship that could result in a Team Member having a conflict of interest when working with the vendor – even if that Team Member does not work with the vendor directly. You cannot participate in the selection, hiring, supervision, performance review or compensation decisions for any person who is a member of your family or household.
- **Accepting outside employment** while still working for Bloomin' Brands may create a conflict of interest. Competing, or getting ready to compete, with Bloomin' Brands while still employed here is generally prohibited. It's always best to ask before you act.
- **Using or disclosing non-public information** of Bloomin' Brands, a customer, or a vendor/supplier to benefit you, your relatives, or friends. This includes for investment purposes.
- **Investing in the business** of a franchisee, vendor/supplier, or competitor unless the business is publicly traded on a national exchange and there is no possibility for a conflict of interest. After any such investment is made, Team Members need to continually evaluate the potential for a conflict of interest to arise and report as appropriate. Team Members may occasionally be in a position to invest in Bloomin' Brands franchisees. In these cases, Team Members must serve Bloomin' Brands shareholders first and make sure that they properly disclose the proposed investment and obtain prior approval of the Audit Committee, for directors and executive officers, or the Chief Legal Officer for all other Team Members.
- **Taking advantage of a Bloomin' Brands' business opportunity** for personal gain. If you learn of a business opportunity through your work for Bloomin' Brands, the opportunity belongs to the Company and must not be pursued by you personally.

RELATED TERMS

Conflicts of interest – These arise when someone’s actions or interests interfere, or appear to interfere, with their commitment to Bloomin’ Brands. Conflicts also arise when a Team Member’s ability to make an impartial decision at work is impacted.

Nepotism – Favoring family or friends over others, especially in considering who to hire or promote for a job.

RELATED POLICIES TO REVIEW

- [Equity Award Policy \(LG19\)](#)
- [Gift and Entertainment Policy \(LG20\)](#)
- [Global Supply Chain Policy \(sc01\)](#)
- [Related Party Transactions Policy \(LG13\)](#)



PUT YOUR KNOWLEDGE TO THE TEST

Sam supports our produce supply in the Supply Chain Department. Her brother is an executive for a produce supplier and suggests to Sam that his company be considered for a new contract.

WHAT SHOULD SAM DO?

While we encourage Team Members to support their family members in their endeavors, should Sam engage her brother’s company as a Bloomin’ Brands supplier, the action could be viewed as a conflict of interest, nepotism, and unethical behavior. Sam must report the potential conflict of interest to the Chief Legal Officer.

Approaching Relationships At Work

While Bloomin' Brands encourages Team Members to recommend friends and family for appropriate opportunities at the Company, those individuals must be disclosed to and approved by our Chief Legal Officer. Further, that Team Member cannot be a part of decisions related to that individual's selection, hiring, supervision, performance review, or compensation if he or she is a family member or lives with them. This separation allows us to make balanced and unbiased decisions in our hiring and employment actions.

RELATED POLICIES TO REVIEW

- [Related Party Transactions Policy \(LG13\)](#)



PUT YOUR KNOWLEDGE TO THE TEST

Maria's Manager frequently invites Maria to social events. The other Associates at Maria's Fleming's Prime Steakhouse & Wine Bar location believe Maria is getting more hours at the restaurant because of her relationship with the Manager.

WHAT SHOULD THE PARTNER DO?

Close friendships can be perceived as favoritism. People Managers must approach their teams with fairness and impartiality and take steps to avoid even the appearance of a conflict of interest.

TIPS: Know the rules around romantic relationships. Bloomin' Brands Team Members must avoid romantic relationships between a supervisor and subordinate. These situations often lead to harassment and discrimination claims; they also can impact workplace morale. Do not put yourself in a sticky situation: Supervisors must avoid excessive socializing with subordinates on an ongoing and consistent basis. If a romantic relationship does develop, the Team Members are required to immediately report the relationship to their RVP (field), JVP (field), or Department Head (RSC). Leadership may make the decision to place one of the Team Members outside of the supervisory relationship or take other appropriate action.

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OPERATING WITH HONESTY

OPERATING WITH HONESTY

We are committed to being forthright, truthful, and telling the whole story, which means winning honestly and being fair with each other, our customers, and vendors.

Competing Fairly

Bloomin' Brands promotes fair competition and a thriving marketplace by:

- Following the laws regarding fair competition in the countries where we operate.
- Never discussing pricing, production, marketing inventories, bidding practices, product development, or sales territories with a competitor or among competing vendors.
- Being fair, factual, and complete in advertising, sales, and promotional materials.
- Gathering competitive intelligence ethically and lawfully.
- Not participating in bribes, kickbacks, and other corrupt practices.

We believe in fair dealing with respect to our customers, franchisees, and suppliers. No Team Member may seek unfair business advantage over anyone, including through lying, omitting pertinent information, or other unfair-dealing practices.



PUT YOUR KNOWLEDGE TO THE TEST

Sofia, a Manager at Aussie Grill, wants to drive more business to her Aussie Grill location, so she considers telling her friends and family that the other restaurants in the food court have been cited for unclean business operations, which isn't true.

WHAT SHOULD SOFIA DO?

Sofia must not spread rumors about competitors. Bloomin' Brands wants to win – but fairly!

RELATED TERMS

Fair Competition laws or Antitrust laws

– These laws are in place to ensure that businesses compete fairly and honestly. They prohibit actions attempting to impact competition, such as agreeing to set certain prices with competitors.

Unfair-Dealing laws – These laws are in place to prohibit deceptive business practices and protect consumers from unjust actions in the marketplace.

RELATED POLICIES TO REVIEW

- [Compensation Recovery Policy \(HR14\)](#)
- [Contract Policy \(LG02\)](#)
- [Delegation of Authority/Authority and Approval Policy \(AC01\)](#)
- [Global Supply Chain Policy \(sc01\)](#)
- [Procedure for “Compliance” On-Boarding of New Vendors/Suppliers \(SC03-P01\)](#)
- [Global Supplier Approval Policy \(sc03\)](#)
- [Supplier Code of Ethics Policy \(sc04\)](#)



Getting Involved Responsibly

We believe individuals have the power to make a positive difference in our world. We encourage our Team Members to get involved, but as you do, follow these guidelines:

- Make sure your political activities comply with the law and do not involve Bloomin' Brands.
- Use your own time, funds, and resources (such as printers, copiers, or phones) in support of your political activities; never use work time or Company resources in support of those activities.
- Do not speak or make contributions on behalf of Bloomin' Brands unless you are authorized to do so by our Chief Legal Officer or GVP, Corporate Affairs.

RELATED TERMS

Government relations activity – Involves engagement with elected officials regarding specific issues.

Political activity – Campaigning and fund raising for candidates for election to office. Using Company funds, assets, and time in connection with political activity is illegal.



PUT YOUR KNOWLEDGE TO THE TEST

Melissa, a Team Member at the RSC, is running for the local county board. She is wondering if she can use the copier in the office for her campaign activities.

WHAT SHOULD MELISSA DO?

Bloomin' Brands encourages the engagement of its Team Members in local activities, but Team Members must not use Company resources for political activities of any kind.

TIP: Get involved! Find out more about our government relations activities supporting the restaurant industry by contacting our GVP, Corporate Affairs.

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OPERATING WITH FUN AND BALANCE

OPERATING WITH FUN AND BALANCE

We take our adherence to this Code of Conduct and the policies that support it very seriously. But as we work hard, we also balance that work with fun. We play hard, and that means we stay positive, do not take ourselves too seriously, are quick to laugh, and seek to add to the energy and joy of others. We love what we do and strive to learn, grow, and have fun every day. Whether we are traveling for work, enjoying dinner at one of our restaurants, or meeting coworkers for happy hour, we conduct ourselves with integrity and respect, and we always behave ethically.

Through this balance, Bloomin' Brands aims to be the company of restaurants most trusted to nourish and delight Our People – one moment at a time, and to offer a portfolio of unique, founder-inspired restaurants that deliver exceptional quality and welcoming hospitality that has made ours the restaurants of choice for over 30 years and will sustain us into the future.





RELATED POLICIES TO REVIEW

- [Global Travel and Entertainment Policy \(SC05\)](#)
- [Comp Card Benefit Program \(RSC – US\) \(HR-P06a\)](#)
- [Comp Card Benefit Program – Field Salary \(US\) \(HR-P06b\)](#)

TIP: As you are traveling for work or spending money for work-related activities, use the same good judgment that you would apply to spending your own money. Bloomin' Brands Team Members must never receive personal financial benefits from work-related travel or spending.

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EXCEPTIONS TO OUR CODE

EXCEPTIONS TO OUR CODE

No Team Member will be retaliated against for a report made in good faith.

On rare occasions, Bloomin' Brands will permit exceptions when it comes to compliance with our Code of Conduct. Exceptions (or waivers of the rules) will not be granted unless approved through these processes:

- For Executive Officers or Directors, exception approvals must be obtained from the Audit Committee of the Board of Directors in writing. The committee will determine if the exception is appropriate. As required, the exception (if granted) may be posted on bloominbrands.com or filed with the Securities and Exchange Commission.
- For all other Team Members, exceptions must be approved by the Bloomin' Brands Chief Legal Officer or the Audit Committee, in writing. Any approved exceptions apply only to the specific activity for which the exception was sought and the specific section of the Code to which it applied; adherence to all other requirements of this Code is expected.

ADDITIONAL RESOURCES

- [Bloomin' Brands Policies and Procedures](#)
- Ethics and Compliance Hotline (toll-free hotline at 1 (800) 806-1133 or visit www.bloominbrands.ethicspoint.com). You are encouraged to use the hotline to confidentially, and if desired anonymously, report suspected illegal or unethical activities or concerns regarding the Company, your Team Members, customers, or our business partners. You may also report concerns to the Chief Legal Officer, Chief Compliance Officer, your manager, or Human Resources. No Team Member will be retaliated against for a report made in good faith.

