

**YUM CHINA HOLDINGS, INC.**  
**CHARTER OF THE NOMINATING AND GOVERNANCE COMMITTEE OF**  
**THE BOARD OF DIRECTORS**

**Purpose**

The Nominating and Corporate Governance Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Yum China Holdings, Inc. (the “Company”) (1) to assist the Board by identifying individuals qualified to become Board members, consistent with criteria approved by the Board, and to recommend to the Board the director nominees for the next annual meeting of stockholders and the individuals to fill vacancies occurring between annual meetings of stockholders; (2) to recommend to the Board the Corporate Governance Principles applicable to the Company; (3) to lead the Board in its annual review of the Board and management’s performance; and (4) to recommend to the Board director nominees for each committee.

**Committee Membership**

The size of the Committee shall be determined by the Board in its sole discretion, provided that, in no event, shall it consist of fewer than three members.

All members of the Committee shall meet the independence requirements of the New York Stock Exchange and any other applicable laws or regulations.

The members of the Committee shall be appointed by the Board. The Board shall appoint one member of the Committee to serve as Committee Chairman. Each member of the Committee shall serve until the earliest to occur of the date he or she is replaced by the Board, resigns from the Committee or resigns from the Board. The Board shall have the power at any time to change the membership of the Committee and to fill vacancies on it, subject to such new member(s) satisfying the above requirements.

**Meetings**

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

**Committee Authority and Responsibilities**

1. The Committee shall have the resources and authority to discharge its responsibilities, including the sole authority (i) to retain and terminate any search firm to be used to identify director candidates and (ii) to approve the search firm’s

fees and other retention terms. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.

2. The Committee shall actively seek individuals qualified to become directors for recommendation to the Board, consistent with criteria identified by the Board.
3. The Committee shall seek to complete customary vetting procedures and background checks with respect to individuals suggested for potential Board membership by stockholders of the Company or other sources. The Committee shall consider potential director candidates recommended by stockholders of the Company or other sources in the same manner as nominees indentified by the Committee.
4. The Committee shall annually review and make recommendations to the Board with respect to the compensation and benefits of directors, including under any incentive compensation plans and equity-based compensation plans.
5. The Committee shall receive comments from all directors and report annually to the Board with an assessment of the Board's performance, to be discussed with the full Board following the end of each fiscal year.
6. The Committee shall annually, or more frequently as it deems appropriate, review and reassess the adequacy of the Corporate Governance Principals of the Company and recommend any proposed changes to the Board for approval.
7. The Committee shall serve in an advisory capacity to the Board and Chairman of the Board on matters of organizational and governance structure of the Company and the conduct of the Board, including (i) recommending members of the various committees of the Board and the Chairperson for each committee, and (ii) overseeing the review of the functions, effectiveness and performance of the Board as a whole and the Board committees.
8. The Committee shall make regular reports to the Board.
9. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
10. The Committee shall annually review its own performance.
11. The Committee may form and delegate authority to subcommittees when appropriate.