

Exhibit 1—Plan of Distribution for the Cash Component of the Settlement

1. **Definitions.** Terms defined in the settlement agreement dated February 10, 2020 (the “Settlement Agreement”), to which this document is an exhibit, are incorporated herein by reference. In addition, as used herein, the terms set forth in this section in boldface type will have the following meanings:

1.1 **Arby’s Payment.** This term shall have the meaning set forth in Section 3.5.

1.2 **Claim.** The request for a Payment Award made by a Settlement Class Member by submitting a Claim Form.

1.3 **Claim Form.** The form to be used by Settlement Class Members seeking payment in connection with the Settlement, in the form attached hereto as Exhibit A.

1.4 **Claimed-On Account.** An Assessed Payment Card Account or a Non-Assessed Payment Card Account that was issued by a Settlement Class Member that submits a Claim relating to such account.

1.5 **Claims Deadline.** The deadline for submitting Claim Forms set by the Court in the Preliminary Approval Order.

1.6 **Disputed Claim.** A Claim that the Settlement Administrator does not determine to be a Valid Claim.

1.7 **Final Assessed Card Account Payment Amount.** This term shall have the meaning set forth in Section 3.6.2.

1.8 **Final Non-Assessed Card Account Payment Amount.** This term shall have the meaning set forth in Section 3.6.1.

1.9 **Payment Award.** This term shall have the meaning set forth in Section 2.

1.10 **Preliminary Assessed Card Account Payment Amount.** This term shall have the meaning set forth in Section 2.

1.11 **Preliminary Assessed Total.** This term shall have the meaning set forth in Section 3.6.2.

1.12 **Preliminary Non-Assessed Card Account Payment Amount.** This term shall have the meaning set forth in Section 2.

1.13 **Preliminary Non-Assessed Total.** This term shall have the meaning set forth in Section 3.6.1.

1.14 **Valid Claim.** The request for a Payment Award made by a Settlement Class Member in a Valid Claim Form.

1.15 **Valid Claim Form.** A Claim Form that has been fully completed, timely submitted, and signed by a Settlement Class Member and that makes a claim as to no more than the total Alerted-On Payment Card Accounts issued by the Settlement Class Member.

2. **Claims.** A Settlement Class Member can seek a payment under the Settlement (a “Payment Award”) based on the number of Assessed Card Accounts and Non-Assessed Card Accounts that the Settlement Class Member issued. To be eligible to receive a Payment Award, a Settlement Class Member must timely (*i.e.*, before the Claims Deadline) submit a Valid Claim Form. Settlement Class Members do not need to submit evidence of costs that they incurred with respect to their Claimed-On Accounts in order to submit a Valid Claim Form or be entitled to a Payment Award. Each Settlement Class Member that submits a Valid Claim Form will be eligible for (i) a payment equal to seventy-eight percent (78%) of the total number of Non-Assessed Payment Card Accounts claimed by such Settlement Class Member on its Valid Claim Form, multiplied by \$2.00 (the “Preliminary Non-Assessed Card Account Payment Amount”) and (ii) a payment equal to seventy-eight percent (78%) of the total number of Assessed Payment Card Accounts claimed by such Settlement Class Member on its Valid Claim Form, multiplied by \$0.32 (the “Preliminary Assessed Card Account Payment Amount”),¹ in Sections 3.6.1 and 3.6.2 below.

2.1 **Claim Form.** The Claim Form is attached as Exhibit A hereto. Settlement Class Members that choose to submit a Claim Form must timely complete and submit the Claim Form, including signing and dating the Claim Form.

3. **Claim Submission, Validation, and Calculation Process.**

3.1 The Settlement Administrator shall provide periodic updates to Settlement Class Counsel and Arby’s Counsel regarding Claim Form submissions beginning within thirty (30) business days after the commencement of the Notice Plan and continuing on a bi-weekly basis thereafter until all submitted Claim Forms are processed. The updates shall list the name of each Settlement Class Member that has submitted a Claim Form, state whether that Claim Form has been reviewed by the Settlement Administrator, and set forth the number of Assessed Payment Card Accounts and Non-Assessed Payment Card Accounts claimed by each such Settlement Class Member on that Claim Form.

3.2 The Settlement Administrator, in its discretion to be reasonably exercised and after considering any input provided by Settlement Class Counsel or Arby’s Counsel, will evaluate each Claim Form to determine whether: (a) the claimant is a Settlement Class Member; (b) the Claim Form is complete and accurate; (c) the claimant signed the Claim Form as required; (d) the Claim Form was timely submitted; and (e) the number of Alerted-On Payment Card Accounts as to which the Claim Form makes a Claim does not exceed the number of Alerted-On Payment Card Accounts issued by the claimant that signed the Claim Form. Unless the Settlement Administrator determines that a Claim Form satisfies each of the five requirements for a Valid Claim Form set forth in the preceding sentence, it shall determine that the Claim Form is not a Valid Claim Form and that the Claim made therein is not a Valid Claim. The Settlement Administrator may request supplementation of a Claim Form or additional information necessary to validate or audit a Claim in order to determine if the Claim Form is a Valid Claim Form and if the Claim made therein is a Valid Claim. To the extent that a claimant fails to provide any supplementation or additional information so requested, the Settlement Administrator may for that reason alone determine that the Claim Form is not a Valid Claim Form and that the Claim asserted therein is not a Valid Claim.

¹ For example, if a Settlement Class Member submits a Valid Claim Form as to 50 Non-Assessed Payment Card Accounts and 100 Assessed Payment Card Accounts, that Settlement Class Member’s Preliminary Non-Assessed Card Account Payment Amount would be \$78.00 (0.78*50*\$2.00) and the Settlement Class Member’s Preliminary Assessed Card Account Payment Amount would be \$24.96 (0.78*100*\$0.32).

3.3 The Settlement Administrator shall provide the claimant in question with notice pursuant to Section 3.4.1 of any determination by the Settlement Administrator that a Claim Form is not a Valid Claim Form or the Claim asserted in a Claim Form is not a Valid Claim (such determination making a Claim a “Disputed Claim”). All such notices will be sent within thirty (30) days of the Claim Deadline unless (a) the Claim Form in question was filed after the Claim Deadline, (b) the Settlement Administrator requested supplementation or additional information as to such Claim pursuant to Section 3.2 above, or (c) the Settlement Administrator bases its determination to make the Claim a Disputed Claim on information not available to the Settlement Administrator as of the Claim Deadline.

3.4 If the Settlement Administrator determines that the Claim asserted in a Claim Form is a Disputed Claim, the following procedures will apply.

3.4.1 The Settlement Administrator will notify the claimant by email to the email address identified on the Claim Form (or by mail to the mailing address provided for those that do not provide email addresses) of the fact that, and of the reason(s) why and the extent to which, the Claim asserted in the Claim Form is a Disputed Claim, whereupon the Claim will be resolved pursuant to this Section 3.4.1 as follows.

(a) Each recipient of a notice pursuant to Section 3.4.1 herein will have fifteen (15) days from receipt of such notice to respond to the Settlement Administrator by reply email (or by return mail for those who did not provide an email address), stating whether the claimant accepts or rejects the Settlement Administrator’s determination regarding the Disputed Claim. If the claimant timely responds by rejecting the Settlement Administrator’s determination then, as part of that response, the claimant shall submit any documentation that it believes supports its rejection of the Settlement Administrator’s conclusion that the Disputed Claim in question is not a Valid Claim. If the claimant fails to timely respond to the notice provided pursuant to this Section 3.4.1(a) or responds to that notice by accepting the Settlement Administrator’s determination regarding the Disputed Claim, then the Settlement Administrator’s determination regarding the Disputed Claim shall be deemed final and accepted by the claimant.

(b) If the claimant timely rejects the Settlement Administrator’s determination regarding the Disputed Claim, the Settlement Administrator will have fifteen (15) days to reconsider the original determination, make a final determination, and communicate the final determination to the claimant by email (or regular mail for those who did not provide an email address). The claimant will have ten (10) days to reply back to the Settlement Administrator accepting or rejecting the final determination. If the claimant fails to timely respond to the notice provided pursuant to this Section 3.4.1(b) or responds to that notice by accepting the Settlement Administrator’s determination regarding the Disputed Claim, then the Settlement Administrator’s determination regarding the Disputed Claim shall be deemed final and accepted by the claimant.

(c) If the Settlement Administrator’s determination regarding a Disputed Claim is deemed final and accepted by the claimant pursuant to Section 3.4.1(a) or Section 3.4.1(b) above, then that determination will be used in determining whether the Claim Form in question is a Valid Claim Form, in determining whether the Claim in question is a Valid Claim, and in calculating the claimant’s Payment Award, if any. If the Settlement Administrator’s final determination regarding the Disputed Claim pursuant to Section 3.4.1(b) above is timely rejected by the claimant, then the Disputed Claim will be resolved in accordance with the procedures set out below in Section 3.4.2.

3.4.2 After receipt of a claimant's timely rejection of the Settlement Administrator's final determination regarding a Disputed Claim pursuant to Section 3.4.1(c) above, the Settlement Administrator will provide Settlement Class Counsel and Arby's Counsel with copies of (i) the Claim Form in question, (ii) any documentation submitted by the claimant pursuant to Section 3.4.1(a) above, and (iii) any communications between the Settlement Administrator and the claimant related to the Disputed Claim.

(a) Settlement Class Counsel and Arby's Counsel will confer regarding the Disputed Claim.

(b) If Settlement Class Counsel and Arby's Counsel both agree with the claimant's rejection of the Settlement Administrator's conclusion that the Disputed Claim is not a Valid Claim, the Claim at issue shall be deemed a Valid Claim and that determination will be final. Settlement Class Counsel and Arby's Counsel will inform the Settlement Administrator of their determination by email and the Settlement Administrator will provide notice of that determination to the claimant.

(c) If either Settlement Class Counsel or Arby's Counsel or both disagree with the claimant's rejection of the Settlement Administrator's conclusion that the Disputed Claim is not a Valid Claim, then Settlement Class Counsel and Arby's Counsel will notify the Settlement Administrator by email and the Settlement Administrator's determination shall be final.

3.5 Within fourteen (14) days of the later of (a) the Settlement Administrator's completion of its review of all timely submitted Claim Forms to determine whether each Claim Form asserts a Valid Claim or a Disputed Claim, and (b) the resolution of all Disputed Claims pursuant to the dispute resolution process set forth in Section 3.4, the Settlement Administrator will provide a final report to Settlement Class Counsel and Arby's Counsel that sets forth the following information: (a) the name of each Settlement Class Member that submitted a Valid Claim; (b) the number of Assessed Card Accounts and Non-Assessed Card Accounts claimed by each such Settlement Class Member in its Claim Form; (c) the Payment Award to be distributed to each such Settlement Class Member; and (d) the total amount that must be funded by Arby's to cover all Payment Awards (the "Arby's Payment").

3.6 The Payment Award for each Settlement Class Member that submits a Valid Claim shall be calculated as follows:

3.6.1 In the event that the aggregate total of the Preliminary Non-Assessed Card Account Payment Amounts of all Settlement Class Members that submitted Valid Claims (the "Preliminary Non-Assessed Total") is less than or equal to the Maximum Non-Assessed Payment Card Accounts Amount, each such Settlement Class Member's Preliminary Non-Assessed Card Account Payment Amount will be the Settlement Class Member's "Final Non-Assessed Card Account Payment Amount." In the event that the Preliminary Non-Assessed Total is greater than the Maximum Non-Assessed Card Accounts Amount, each such Settlement Class Member's "Final Non-Assessed Payment Card Account Payment Amount" shall be equal to the Settlement Class Member's pro rata share of the Maximum Non-Assessed Payment Card Accounts Amount, based on the number of Non-Assessed Payment Card Accounts issued by the Settlement Class Member as compared to the total number of Non-Assessed Payment Card Accounts issued by all Settlement Class Members that submitted Valid Claims.

3.6.2 In the event that the aggregate total of the Preliminary Assessed Card Account Payment Amounts of all Settlement Class Members that submitted Valid Claims (the "Preliminary Assessed Total") is less than or equal to the Maximum Assessed Payment Card Accounts Amount, each such

Settlement Class Member's Preliminary Assessed Card Account Payment Amount will be the Settlement Class Member's "Final Assessed Card Account Payment Amount." In the event that the Preliminary Assessed Total is greater than the Maximum Assessed Payment Card Accounts Amount, each such Settlement Class Member's "Final Assessed Card Account Payment Amount" shall be equal to the Settlement Class Member's pro rata share of the Maximum Assessed Payment Card Accounts Amount, based on the number of Assessed Payment Card Accounts issued by the Settlement Class Member as compared to the total number of Assessed Payment Card Accounts issued by all Settlement Class Members that submitted Valid Claims.

3.7 A Settlement Class Member's Payment Award shall be equal to the sum of the Settlement Class Member's Final Non-Assessed Card Account Payment Amount plus the Settlement Class Member's Final Assessed Card Account Payment Amount.

3.8 Arby's shall submit the Arby's Payment to the Settlement Administrator within thirty (30) days after the Effective Date or thirty (30) days after the Settlement Administrator delivers the final report specified in Section 3.5, whichever is latest. Payments of approved claims shall be distributed by mail to the Settlement Class Members entitled to such payments within thirty (30) days after the Settlement Administrator's receipt of the Arby's Payment.