

**NOTICE TO CERTAIN EMPLOYEES (THOSE UNDER AGE 55) COVERED BY THE RETIREMENT PLAN FOR THE
EMPLOYEES OF BEN E. KEITH COMPANY AND ITS AFFILIATES**

As we shared with you in October of last year, a new 401(k) plan for Ben E. Keith employees will become effective July 1, 2018, and will cover those employees who will no longer earn additional pension benefits in the Retirement Plan after that date.

This notice is being provided as required by ERISA §204(h) to remind you that benefit accruals will stop under the Retirement Plan for Employees of Ben E. Keith Company and Its Affiliates (the "Plan"), effective June 30, 2018, for any participant in the Plan who will not attain age 55 on or before July 1, 2018. After June 30, 2018, no such participants will earn or accrue any additional benefits under the Plan, but will be eligible to participate in the new 401(k) plan as of that date. You are receiving this notice because your Plan benefit will be affected by this change.

What This Means to You

- The amount of your benefit at retirement will be based on your years of Credited Service and Final Average Monthly Compensation as of June 30, 2018. Your accrued benefit as of any date is equal to 1.10% of your Final Average Monthly Compensation, plus 0.65% of that portion, if any, of your Final Average Monthly Compensation that is in excess of the Monthly Covered Compensation applicable to you, and that sum is then multiplied by the number of your years of Credited Service as of June 30, 2018 that are not in excess of 35 years.
 - Final Average Monthly Compensation is determined over your five highest consecutive years of pay (or all years of pay, if you have fewer than five) out of the most recent ten years ending on or before June 30, 2018.
 - Credited Service is your service measured from your employment date in completed months.
 - Monthly Covered Compensation is one-twelfth of your "covered compensation," which is the average of the maximum limits on compensation used in determining Social Security benefits over a 35-year period ending with the year in which a person born in the year you were born would reach your full Social Security benefit retirement age.
- **Benefits under this Plan are guaranteed** – you will not lose the benefit you have earned through June 30, 2018. Benefits under this Plan are payable as a monthly benefit, for your lifetime, when you reach age 65. If you have at least ten years of Credited Service when you leave Ben E. Keith Company, you may elect to receive a reduced monthly benefit as early as your age 50.
- **You will continue to earn service for purposes of vesting and eligibility for early retirement benefits as long as you remain employed by Ben E. Keith Company.**
 - Five years of Vesting Service are required for vesting under the Plan. If you leave Ben E. Keith Company before you have five years of Vesting Service, you will not receive a retirement benefit from the Plan.
 - Ten years of Credited Service are required to retire prior to age 65. You will continue to earn Credited Service towards early retirement eligibility.
- If you have any questions regarding this notice or need a copy of the Summary Plan Description, please contact your Human Resources Department.

About this Notice

This notice is being provided in accordance with Section 204(h) of the Employee Retirement Income Security Act of 1974, as amended. This notice is required by the federal government to provide information that helps employees understand the effects of the freeze of the Plan.

This notice provides an overview of the freezing of the Plan. This notice does not cover all details of the Plan or its operation, nor is it intended to be a summary plan description or the basis upon which you make financial decisions. The terms of the Plan govern all benefits and eligibility. In the event of any discrepancy between this notice and the Plan document, the Plan document will always govern. In addition, Ben E. Keith Company reserves the right to amend or terminate the Plan at any time.