

Number of  
Company: 29423

The Companies Act 1985  
COMPANY LIMITED BY SHARES  
SPECIAL RESOLUTION OF  
**Whitbread PLC**

(Pursuant to Section 378 of the Companies Act 1985)  
Passed on 20<sup>th</sup> June 2000

At the ANNUAL GENERAL MEETING of the above named Company, duly convened, and held at The Brewery, Chiswell Street London EC1Y 4SD on the 20<sup>th</sup> day of June 2000 the following SPECIAL RESOLUTION was duly passed:

**Special Resolution**

That the company be generally and unconditionally authorised to make one or more market purchases (within the meaning of Section 163(3) of the Companies Act 1985) of ordinary shares of 25 pence each in the capital of the company ('ordinary shares'), provided that:

- (i) the maximum aggregate number of ordinary shares hereby authorised to be purchased is 49,676,630, representing 10% of the issued ordinary share capital;
- (ii) the minimum price which may be paid for each ordinary share is the nominal value of that share;
- (iii) the maximum price which may be paid for each ordinary share is an amount equal to 105% of the average of the middle market quotations for an ordinary share, as derived from The London Stock Exchange Daily Official List, for the five business days immediately preceding the day on which the ordinary share is contracted to be purchased; and
- (iv) the authority hereby conferred shall expire at the conclusion of the next Annual General Meeting of the company (except in relation to the purchase of ordinary shares the contract for which was concluded before such date and which is executed wholly or partly after such date), unless such authority is renewed prior to such time.

Signature:   
S C Barratt  
Company Secretary

