

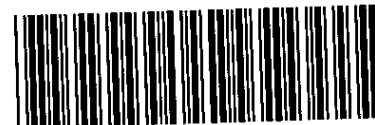
**The Companies Act 2006**

**COMPANY LIMITED BY SHARES**

**RESOLUTION  
OF  
WHITBREAD PLC  
COMPANY NUMBER: 04120344**

**Passed on 19 June 2019**

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At the General Meeting held on 19 June 2019 the following resolutions were passed:

**Special Resolution**

1. THAT, in addition to (i) the authority for the purpose of section 701 of the Companies Act 2006 (the "Act") which was approved by special resolution passed at the annual general meeting of the Company held on 27 June 2018, (ii) any authority pursuant to section 701 of the Act as may be approved at the annual general meeting of the Company in 2019 and (iii) any authority pursuant to section 701 of the Act as may be approved under Resolution 4 below, the Company be and is hereby generally and unconditionally authorised for the purposes of section 701 of the Act to make one or more market purchases (within the meaning of section 693(4) of the Act) of its own ordinary shares of 76 122/153 pence each in the capital of the Company ("ordinary shares") pursuant to, for the purposes of, or in connection with a tender offer for ordinary shares on the terms and in accordance with the arrangements set out or referred to in the circular to the Company's shareholders dated 31 May 2019 (the "Circular") or otherwise as contemplated by arrangements set out or referred to in the Circular, provided that:
  - (A) the maximum number of ordinary shares hereby authorised to be purchased is 43,466,603;
  - (B) the minimum price, exclusive of all expenses, which may be paid for an ordinary share is the nominal value of an ordinary share;
  - (C) the maximum price, exclusive of all expenses, which may be paid for an ordinary share is £50.00; and
  - (D) the authority conferred by this resolution shall expire on 31 December 2019, save that the Company may before the expiry of such authority make a contract to purchase ordinary shares which will or may be executed wholly or partly after such expiry and the Company may make a purchase of such ordinary shares after such expiry pursuant to such contract.

**Ordinary Resolution**

2. THAT, in connection with any Special Dividend paid or proposed to be paid by the Company, the Company and its directors be authorised to, on one or more than one occasion:
  - (A) (i) consolidate each of the ordinary shares from time to time in the capital of the Company into one or more (such number being at the discretion of the directors) ordinary shares in the capital of the Company (such share or shares being "intermediate share(s)"), and (ii) immediately after such consolidation, divide or sub-divide the intermediate share(s) into new ordinary shares in the capital of the Company of such nominal value as the directors may determine; or
  - (B) (i) sub-divide each of the ordinary shares from time to time in the capital of the Company into such number of ordinary shares in the capital of the Company as the directors may determine (such shares being "intermediate shares"), and (ii) immediately after such sub-division, consolidate the intermediate shares into new ordinary shares in the capital of the Company of such nominal value as the directors may determine, on the basis that:
    - (1) the directors shall have discretion to determine the record date and time by reference to which any such consolidation and/or division or sub-division shall take place;
    - (2) the directors shall have discretion to make any arrangements which they consider necessary,

appropriate or expedient (i) to deal with fractions, rounding or other practical problems or matters which may result from any such consolidation and/or division or sub-division, or (ii) for the purpose of giving effect to any such consolidation and/or division or sub-division; and

(3) in particular and without prejudice to the general discretion of the directors under paragraph (2) above, where any such consolidation and/or division or sub-division would result in any shareholder being entitled to a fraction of a new ordinary share, such fraction shall, so far as possible, be aggregated with the fractions of a new ordinary share (if any) to which other shareholders of the Company would be similarly so entitled and the directors of the Company be and are hereby authorised to sell (or appoint any other person to sell) to any person all the new ordinary shares representing such fractions in the open market at the price prevailing at the time of sale to any person(s), and to distribute the proceeds of sale (net of expenses) in due proportion among the relevant shareholders who would otherwise be entitled to the fractions so sold, save that (i) any fraction of a penny (or equivalent) which would otherwise be payable shall be rounded up or down in accordance with the usual practice of the registrar of the Company and (ii) any due proportion of such proceeds that would pursuant to the foregoing fall for distribution to any shareholder which is an amount that is less than £5.00 (net of expenses) shall be retained by the Company (or, at the discretion of the directors, donated to Great Ormond Street Hospital Children's Charity (registered charity number 1160024)) and the relevant shareholder shall not be entitled thereto (and in order to implement the provisions of this paragraph, any director (or any person appointed by the directors) shall be and is hereby authorised to execute one or more instrument(s) of transfer in respect of such new ordinary shares on behalf of the relevant shareholder(s) and to do all acts and things the directors consider necessary or desirable to effect the transfer of such new ordinary shares to, or in accordance with the directions of, any buyer of such new ordinary shares).

#### **Special Resolution**

3. THAT, subject to the Share Consolidation taking effect, the definition of "nominal amount or nominal value" in the articles of association of the Company be amended by substituting the nominal value of the New Ordinary Shares.

#### **Special Resolution**

4. THAT, subject to the passing of Resolution 1 above and in addition to (i) the authority for the purpose of section 701 of the Act which was approved by special resolution passed at the annual general meeting of the Company held on 27 June 2018, (ii) any authority pursuant to section 701 of the Act as may be approved at the annual general meeting of the Company in 2019, and (iii) any authority pursuant to section 701 of the Act as may be approved under Resolution 1 above, the Company be and is hereby generally and unconditionally authorised for the purposes of section 701 of the Act to make one or more market purchases (within the meaning of section 693(4) of the Act) of up to 8,693,320 ordinary shares (of any nominal value from time to time) in the capital of the Company provided that:
  - (A) no ordinary shares may be acquired by the Company pursuant to this authority if such acquisition would cause the number of ordinary shares acquired, in aggregate, pursuant to the authority granted under Resolution 1 and the authority granted under this Resolution 4 to exceed 43,466,603 ordinary shares;
  - (B) the minimum price (exclusive of expenses) which may be paid for each ordinary share is the nominal value of that share;
  - (C) the maximum price (exclusive of expenses) which may be paid for each ordinary share is the highest of (i) an amount equal to 5 per cent. above the average market value of an ordinary share for the five business days immediately preceding the day on which that ordinary share is contracted to be purchased, and (ii) the higher of the price of the last independent trade and the highest current independent bid on the trading venues where the purchase is carried out at the relevant time; and

(D) this authority will apply until the conclusion of the annual general meeting of the Company to be held in 2020 (or, if earlier, 18 September 2020), save that the Company may before the expiry of such authority make a contract to purchase ordinary shares which will or may be executed wholly or partly after such expiry and the Company may make a purchase of such ordinary shares after such expiry pursuant to such contract.

**Certified to be a true copy**

A handwritten signature in black ink, appearing to read 'C Vaughan', written in a cursive style.

**C Vaughan**  
**General Counsel and Company Secretary**

**The Companies Act 2006**  
**COMPANY LIMITED BY SHARES**  
**RESOLUTION**  
**OF**  
**WHITBREAD PLC**  
**COMPANY NUMBER: 04120344**

**Passed on 19 June 2019**

At the Annual General Meeting held on 19 June 2019 the following resolution was passed:

**Special Resolution**

20. That, pursuant to Section 701 of the Act, the Company be generally authorised to make one or more market purchases (within the meaning of Section 693(4) of the Act) of up to 17,385,835 ordinary shares in the capital of the Company on the basis that:

(A) the minimum price (exclusive of expenses) which may be paid for each ordinary share is the nominal amount of that share;

(B) the maximum price (exclusive of expenses) which may be paid for each ordinary share is the higher of (i) an amount equal to 5% above the average of the middle market quotations for an ordinary share, as derived from the London Stock Exchange's Daily Official List, for the five business days immediately preceding the day on which the ordinary share is agreed to be purchased, and (ii) the higher of the price of the last independent trade and the highest current independent bid on the London Stock Exchange Official List at the time the purchase is agreed; and

(C) this authority will expire at the conclusion of the AGM of the Company to be held in 2020 or, if earlier, 18 September 2020 (provided that in relation to the purchase of ordinary shares the contract for which is concluded before such date and which would or might be executed wholly or partly on or after such date, the Company may purchase ordinary shares pursuant to any such contract under this authority).

Certified to be a true copy



**C Vaughan**  
General Counsel and Company Secretary