

The Companies Act 2006
COMPANY LIMITED BY SHARES

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

Passed on 7 July 2020

At the Annual General Meeting held on 7 July 2020 the following resolutions were passed:

Ordinary Resolution

17. That the Board be generally and unconditionally authorised in accordance with section 551 of the Act to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company:

- (A) up to a nominal amount of £51,667,296 (such amount to be reduced by any allotments or grants made under paragraph (B) below in excess of such sum); and
- (B) comprising equity securities (as defined in the Act) up to a nominal amount of £103,334,593 (such amount to be reduced by any allotments or grants made under paragraph (A) above) in connection with an offer by way of a rights issue:
 - i to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - ii to holders of other equity securities as required by the rights of those securities or as the Board otherwise considers necessary,

and so that the Board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter, such authority to apply until the end of next year's AGM (or, if earlier, until the close of business on 6 October 2021) but, in each case, during this period the Company may make offers and enter into agreements which would, or might, require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after the authority ends and the Board may allot shares or grant rights to subscribe for or convert securities into shares under any such offer or agreement as if the authority had not ended.

THURSDAY



A98XH0E0

A12

09/07/2020

#192

COMPANIES HOUSE

Special Resolution

18. That, if resolution 17 is passed, the Board be given the power in addition to any power granted under resolution 18 to allot equity securities (as defined in the Act) for cash under the authority granted under paragraph (A) of resolution 17 and/or to sell ordinary shares held by the Company as treasury shares for cash as if Section 561 of the Act did not apply to any such allotment or sale, such power to be:

- (A) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £7,750,094; and
- (B) used only for the purposes of financing a transaction which the Board determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice or for the purposes of refinancing such a transaction within six months of its taking place,

such power to apply until the end of next year's AGM (or, if earlier, until the close of business on 6 October 2021) but, in each case, during this period the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the power ends and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not ended.

Certified to be a true copy

A handwritten signature in black ink, appearing to read 'A Crozier', followed by a horizontal flourish.

A Crozier
Chairman

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

Passed on 7 July 2020

At the Annual General Meeting held on 7 July 2020 the following resolutions were passed:

Ordinary Resolution

17. That the Board be generally and unconditionally authorised in accordance with section 551 of the Act to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company:

- (A) up to a nominal amount of £51,667,296 (such amount to be reduced by any allotments or grants made under paragraph (B) below in excess of such sum); and
- (B) comprising equity securities (as defined in the Act) up to a nominal amount of £103,334,593 (such amount to be reduced by any allotments or grants made under paragraph (A) above) in connection with an offer by way of a rights issue:
 - i to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - ii to holders of other equity securities as required by the rights of those securities or as the Board otherwise considers necessary,

and so that the Board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter, such authority to apply until the end of next year's AGM (or, if earlier, until the close of business on 6 October 2021) but, in each case, during this period the Company may make offers and enter into agreements which would, or might, require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after the authority ends and the Board may allot shares or grant rights to subscribe for or convert securities into shares under any such offer or agreement as if the authority had not ended.

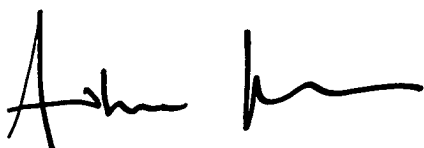
Special Resolution

19. That, if resolution 17 is passed, the Board be given the power in addition to any power granted under resolution 18 to allot equity securities (as defined in the Act) for cash under the authority granted under paragraph (A) of resolution 17 and/or to sell ordinary shares held by the Company as treasury shares for cash as if Section 561 of the Act did not apply to any such allotment or sale, such power to be:

- (A) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £7,750,094; and
- (B) used only for the purposes of financing a transaction which the Board determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice or for the purposes of refinancing such a transaction within six months of its taking place,

such power to apply until the end of next year's AGM (or, if earlier, until the close of business on 6 October 2021) but, in each case, during this period the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the power ends and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not ended.

Certified to be a true copy

A handwritten signature in black ink, appearing to read 'A Crozier', with a stylized flourish at the end.

A Crozier
Chairman

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

Passed on 7 July 2020

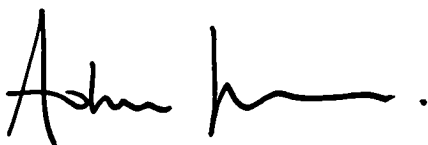
At the Annual General Meeting held on 7 July 2020 the following resolutions were passed:

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 13,455,483 ordinary shares (of any nominal value from time to time) in the capital of the Company provided 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 highest of (i) an amount equal to 5% 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
- (C) this authority will apply until the conclusion of the AGM of the Company to be held in 2021 (or, if earlier, 6 October 2021) but during this period the Company may enter into a contract to purchase ordinary shares which would, or might, be completed or executed wholly or partly after this authority has ended and the Company may purchase ordinary shares pursuant to any such contract as if this authority had not ended.

Certified to be a true copy



A Crozier
Chairman

The Companies Act 2006
COMPANY LIMITED BY SHARES

RESOLUTION
OF
WHITBREAD PLC
COMPANY NUMBER: 04120344

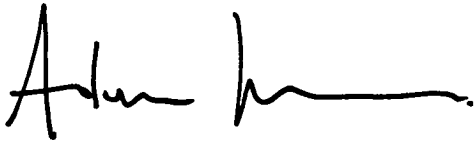
Passed on 7 July 2020

At the Annual General Meeting held on 7 July 2020 the following resolutions were passed:

Special Resolution

- 21.** That a general meeting of the Company, other than an AGM, may be called on not less than 14 clear days' notice.

Certified to be a true copy

A handwritten signature in black ink, appearing to read 'A Crozier', followed by a horizontal line.

A Crozier
Chairman