

WHITBREAD PLC

Notes relating to the Form of Proxy Annual General Meeting of Whitbread PLC

The Whitbread PLC AGM will be held at Whitbread Court, Houghton Hall Business Park, Porz Avenue, Dunstable, LU5 5XE at 3.30pm on Tuesday 7 July 2020.

- 1 Given the current UK Government guidance and restrictions, you are encouraged to submit a proxy vote in advance of the meeting as it will not be possible for you to attend in person. **You are strongly encouraged to appoint the Chairman of the meeting as your proxy.** Appointment of any person other than the Chairman of the meeting would result in your votes not being cast, as third party proxies will not be permitted entry to the AGM unless the UK Government's guidance and legislation in respect of COVID-19 change prior to the date of the AGM. To appoint more than one proxy, you may photocopy this Form of Proxy. Please indicate in the box at the top of the form (see reverse) the number of shares in relation to which authority is given to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed or sealed in accordance with note 5 below and should be returned together in the same envelope. No proxy may be authorised to exercise votes which any other proxy has been authorised to exercise.
- 2 Every holder of ordinary shares has the right to appoint some other person(s), who need not be a shareholder, as his/ her proxy to exercise all or any of his/her rights to attend, speak and vote on their behalf at the meeting. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided (see reverse). If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box at the top of the form (see reverse) the number of shares in relation to which authority is given to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or, if this Form of Proxy has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
- 3 The 'Abstain' option is provided to enable a shareholder to abstain on any particular resolution. It should be noted that an abstention is not a vote in law and will not be counted in the calculation of the proportion of votes 'For' or 'Against' a resolution.
- 4 This Form of Proxy is for registered shareholders and must reach the Company's registrars not later than 3.30pm on Friday 3 July 2020 or, in the case that the meeting is adjourned, not less than 48 hours before the time appointed for the adjourned meeting (excluding non-working days).
- 5 You, or your attorney duly authorised in writing, must sign and date the Form of Proxy where indicated. In the case of a corporation, the form must either be executed with the company seal or signed by an authorised officer whose capacity should be stated.
- 6 In the case of joint holdings, any one holder may sign this form. The vote of the senior joint holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority will be determined by the order in which the names stand in the register of shareholders in respect of the joint holding.
- 7 The completion and return of this form will not in itself preclude a shareholder from attending the meeting and voting in person. However, as mentioned above, in light of the COVID-19 situation and in particular the UK Government's latest guidance, you should not attempt to attend the AGM in person as, unless the guidance changes, you will not be permitted entry.
- 8 The completed Form of Proxy, together with any power of attorney or other authority under which it is signed, or a duly certified copy thereof, should be returned to Link Asset Services, Whitbread Share Register, 34 Beckenham Road, Beckenham, Kent BR3 4TU.
- 9 If you would like to submit your proxy via the internet, you can do so by accessing the Share Portal at www.whitbread-shares.com and selecting the proxy voting link. If you have not previously registered to use the Share Portal you will first be asked to register as a new user for which you will require your Investor Code (printed overleaf), family name and postcode to log in. You can access this site from any internet-enabled computer.
- 10 To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number RA10) not later than 3.30pm on Friday 3 July 2020 or, in the case that the meeting is adjourned, not less than 48 hours before the time appointed for holding the adjourned meeting (excluding non-working days). For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. CREST personal members or other CREST sponsored members and those CREST members who have appointed a service provider(s) should contact their CREST sponsor or voting service provider(s) for assistance with appointing proxies via CREST. For further information on CREST procedures please refer to the CREST manual. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.