

# NOTICE OF ANNUAL GENERAL MEETING 2023

THURSDAY 22 JUNE 2023

**WHITBREAD PLC  
(INCORPORATED AND REGISTERED  
IN ENGLAND AND WALES UNDER NUMBER 4120344)**

This document is important and requires your immediate attention. If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you are advised to consult your stockbroker, solicitor, accountant or other professional adviser.

If you have sold or otherwise transferred all of your shares in Whitbread PLC (the "Company"), please send this document and the accompanying documents to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee.

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## ATTENDING THE ANNUAL GENERAL MEETING

The AGM is an important event in the calendar for the Company and our shareholders. As with our 2022 AGM, we are pleased to confirm that the AGM will be held as a combined physical and electronic meeting via a live webinar (a 'hybrid' format).

This format provides shareholders with the opportunity to participate in the AGM, without travelling, through the online Lumi meeting platform, which you can access by logging on to <https://web.lumiagm.com>. By holding the AGM in this hybrid format, importantly, shareholders can still exercise their votes and raise questions during the meeting as if they were attending in person, by following the instructions set out in Appendix 2 to this Notice.

The safety and security of shareholders, directors, employees and those involved in running the AGM is very important to us. As such, please do not attend in person if you know you have been in contact with a confirmed Covid-19 case in the last five days, have symptoms of, or have tested positive for Covid-19 yourself. Should any changes to the arrangements for the AGM be appropriate, such changes will be communicated to shareholders, in accordance with our articles of association, before the meeting through our website at [www.whitbread.co.uk](http://www.whitbread.co.uk) and, where appropriate, by Stock Exchange announcement.

### Where will the AGM be held?

The AGM will be held at our registered office at Whitbread Court, Houghton Hall, Business Park, Porz Avenue, Dunstable, Bedfordshire, LU5 5XE.

### Can I attend the AGM?

Shareholders can either attend the AGM in person or participate in the meeting remotely:

1. You can access the meeting using this link- <https://web.lumiagm.com/163-588-560>. This can be accessed online using the latest version of Chrome, Firefox and Safari on your PC, laptop, tablet or smartphone.
2. When accessing the meeting platform, you will be asked to enter your unique 11 digit Investor Code (IVC) including any leading zeros, and 'PIN'. Your PIN is the last 4 digits of your IVC. If required, the Meeting ID is 163-588-560.

Access to the Lumi platform will be available approximately an hour prior to the start of the meeting.

### How can I vote at the AGM?

Your vote is important to us and you are encouraged to vote either in advance of the AGM or on the day. All resolutions at the AGM will be put to shareholders by way of poll rather than a show of hands.

If you will not be participating in the meeting in person or electronically or otherwise wish to vote in advance, you may appoint a proxy by post, online or through CREST as further detailed in the Important Information section of this Notice.

For those shareholders attending remotely, the Lumi platform will allow for live voting on all resolutions. Once the Chairman has formally opened the meeting, the voting procedure will be explained. Once voting has opened, the polling icon will appear on the navigation bar. From here, the resolutions and voting choices will be displayed.

Link Group, the company's registrar, has launched a shareholder app: LinkVote+.

It's free to download and use and gives shareholders the ability to access their records at any time and attend virtual AGMs.

The app also allows users to submit a proxy appointment quickly and easily online rather than through the post.

The app is available to download on the Apple App Store and Google Play



You can also use the following QR Codes:

Apple / iOS



Android /  
google play



### How can I ask questions at the AGM?

Shareholders will be able to submit questions in advance of the AGM, by emailing them to [agmquestions@whitbread.com](mailto:agmquestions@whitbread.com).

For any remote attendees, we will also be providing a telephone line to enable shareholders to ask questions relating to the business of the meeting during the AGM, and questions will also be capable of being asked via the Lumi platform. Shareholders attending in person will be able to ask questions at the meeting as usual.

Full details on how to join the AGM electronically, ask questions and vote before and during the meeting can be found in Appendix 2 to this Notice, along with the relevant contact details should you encounter any technical issues.

## INTRODUCTION

This document is important and requires your immediate attention. It contains the resolutions to be voted on at the Company's Annual General Meeting to be held on Thursday 22 June 2023.

Notice is hereby given that the Annual General Meeting (the AGM) of the Company will be held at Whitbread Court, Houghton Hall Business Park, Porz Avenue Dunstable, Bedfordshire, LU5 5XE on Thursday 22 June 2023 at 2.00pm to consider and, if thought fit, pass the following resolutions, with resolutions 1 to 19 being put as ordinary resolutions and resolutions 20 to 25 being put as special resolutions.

Voting on each of the following resolutions will be taken on a poll, rather than on a show of hands. This reflects current best practice and ensures that shareholders who have appointed the Chair of the meeting as their proxy have their votes fully taken into account.

## ORDINARY RESOLUTIONS

### Annual Report and Accounts

1. To receive and consider the Annual Report and Accounts (incorporating the reports of the directors and auditor and the strategic report) for the year ended 2 March 2023.

### Remuneration

2. To approve the Annual Report on Remuneration as contained in pages 103 to 115 of the Annual Report and Accounts.

### Final dividend

3. To declare a final dividend of 49.8 pence per ordinary share in the Company in respect of the year ended 2 March 2023 due and payable on 7 July 2023 to ordinary shareholders on the Company's register of shareholders at 5:00pm on 26 May 2023.

### Directors

4. To elect Dominic Paul as a director
5. To elect Karen Jones as a director
6. To elect Cilla Snowball as a director
7. To re-elect David Atkins as a director
8. To re-elect Kal Atwal as a director
9. To re-elect Horst Baier as a director
10. To re-elect Fumbi Chima as a director
11. To re-elect Adam Crozier as a director
12. To re-elect Frank Fiskers as a director
13. To re-elect Richard Gillingwater as a director
14. To re-elect Chris Kennedy as a director
15. To re-elect Hemant Patel as a director

### Auditors

16. To reappoint Deloitte LLP as the auditor of the Company to hold office until the conclusion of the Company's next AGM.
17. To authorise the Board, through the Audit Committee, to set the auditor's remuneration.

### Political Donations

18. That, in accordance with Sections 366 and 367 of the Companies Act 2006 (the Act), the Company and all companies that are its subsidiaries at any time during the period for which this resolution is effective are authorised to:
  - (A) make political donations to political parties and/or independent election candidates;
  - (B) make political donations to political organisations other than political parties; and
  - (C) incur political expenditure,(as such terms are defined in Sections 363 to 365 of the Act) provided that the aggregate amount of any such donations and expenditure shall not exceed £25,000 during the period of one year beginning with the date of the passing of this resolution.

### Directors' authority to allot shares

19. 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 £51,431,414 (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 £102,862,828 (such amount to be reduced by any allotments or grants made under paragraph (A) above) in connection with a pre-emptive offer (including an offer by way of a rights issue: or open offer):
    - (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 22 September 2024) 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 RESOLUTIONS

### General authority to disapply pre-emption rights

**20.** That, if resolution 19 is passed, the Board be given power to allot equity securities (as defined in the Act) for cash under the authority given by that resolution 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 limited:

(A) to the allotment of equity securities and sale of treasury shares in connection with an offer of, or invitation to apply for, equity securities (but in the case of the authority granted under paragraph (B) of resolution 19, by way of a pre-emptive offer (including a rights issue or open offer) only);

(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; and

(B) in the case of the authority granted under paragraph (A) of resolution 19 and/or in the case of any sale of treasury shares, to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (A) above) up to a nominal amount of £7,714,712,

such power to apply until the end of next year's AGM (or, if earlier, until the close of business on 22 September 2024) 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.

### Additional authority to disapply pre-emption rights

**21.** That, if resolution 19 is passed, the Board be given the power in addition to any power granted under resolution 20 to allot equity securities (as defined in the Act) for cash under the authority granted under paragraph (A) of resolution 19 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 £7,714,712; and

(B) used only for the purposes of financing a transaction which the Board determines to be an acquisition or specified 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 22 September 2024) 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.

### Company's authority to purchase ordinary shares

**22.** 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 20,091,080 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 2024 (or, if earlier, 22 September 2024) 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.

### General meetings

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

### Amendments to the Company's Articles of Association (LIBOR Amendments)

**24.** That Articles 3A(B) and 3B(B) of the Company's articles of association be and are hereby amended in the form of the draft articles of association produced to the meeting marked "A" and initialled by the Chair of the meeting for identification purposes (the LIBOR Amendments), such LIBOR Amendments being in substitution for, and to the exclusion of, the existing form of Articles 3A(B) and 3B(B), provided:

(A) the amendment of Article 3A(B) shall be conditional on, and shall only take effect following, the amendment of that article being approved by a special resolution of the holders of the Company's non-cumulative B preference shares of 1 pence each (B Shareholders) at a general meeting of B Shareholders; and

(B) the amendment of Article 3B(B) shall be conditional on, and shall only take effect following, the amendment of that article being approved by a special resolution of the holders of the Company's non-cumulative C preference shares of 1 pence each (C Shareholders) at a general meeting of C Shareholders.

## Amendments to the Company's Articles of Association (General Amendments)

25 That Articles 1 to 3 and 4 to 133 of the Company's articles of association be and are hereby amended in the form of the draft articles of association produced to the meeting marked "B" and initialled by the Chair of the meeting for identification purposes (the General Amendments), such General Amendments being in substitution for, and to the exclusion of, the existing form of Articles 1 to 3 and 4 to 133.

By order of the Board



**Chris Vaughan**  
**General Counsel and Company Secretary**  
**18 May 2023**

Registered Office

### **Whitbread PLC**

Whitbread Court  
Houghton Hall Business Park, Porz Avenue  
Dunstable, Bedfordshire LU5 5XE

Registered in England and Wales No. 4120344

## IMPORTANT INFORMATION CONCERNING THE MEETING

1. The AGM will be held as a hybrid meeting, with in person and remote attendance. If you wish to attend remotely, a guide on how to access the online meeting platform and telephone line can be found in Appendix 2 to this Notice. These notes to this Notice should be read in this context.
2. Shareholders are entitled to appoint a proxy to exercise all or any of their rights to attend, speak and vote on their behalf at the meeting. A shareholder may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the Company. A proxy form which may be used to make such appointment and give proxy instructions accompanies this Notice.
3. The return of a completed proxy form, or any electronic or CREST proxy instruction (as described in paragraph 5 below), will not in itself prevent a shareholder attending the AGM and voting in person or electronically if he/she wishes to do so.
4. To be effective, the instrument appointing a proxy, together with any power of attorney or other authority under which it is signed, or a duly certified copy thereof, must be deposited at the offices of the Company's registrars, Link Group, Whitbread Share Register, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL, not later than 2.00pm on Tuesday 20 June 2023 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).  
  
Proxy appointments submitted via the internet at [www.whitbread-shares.com](http://www.whitbread-shares.com) must be received not later than 2.00pm on Tuesday 20 June 2023 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. If you are a user of the CREST system (including a CREST Personal Member), you may appoint one or more proxies or give an instruction to a proxy by having an appropriate CREST message transmitted. To appoint a proxy or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, the CREST message must be received by the issuer's agent (ID number RA10) not later than 2.00pm on Tuesday 20 June 2023 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). 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 should contact their CREST sponsor for assistance with appointing proxies via CREST. For further information on CREST procedures, limitations and systems timings, please refer to the CREST Manual (available via [www.euroclear.com/](http://www.euroclear.com/) CREST). 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.  
  
If you are an institutional investor you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to [www.proxymity.io](http://www.proxymity.io). Your proxy must be lodged no later than 48 hours before the time of the AGM, in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.  
  
Proxymity will then contract with your underlying institutional account holder directly to accept their vote instructions through the platform.
6. Entitlement to attend and vote at the meeting and the number of votes which may be cast at the meeting will be determined by reference to the register of shareholders of the Company as at close of business on Tuesday 20 June 2023.  
  
If the meeting is adjourned, entitlement to attend and vote will be determined by reference to the register of shareholders of the Company as at close of business two days prior to the adjourned meeting (excluding non-working days). Changes to the register of shareholders after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.
7. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.

## IMPORTANT INFORMATION CONCERNING THE MEETING

8. The right to appoint proxies does not apply to persons nominated to receive information rights under Section 146 of the Act. Persons nominated to receive information rights under Section 146 of the Act who have been sent a copy of this Notice are hereby informed that they may have a right under an agreement with the registered shareholder by whom they were nominated to be appointed, or to have someone else appointed, as a proxy for this meeting.

If they have no such right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the shareholder as to the exercise of voting rights. Nominated persons should contact the registered shareholder by whom they were nominated in respect of these arrangements.

9. In the case of joint holders, where more than one of the joint holders purports to vote (including voting by proxy), the only vote which will count is the vote of the person whose name is listed before the other voters on the register for the share.
10. Under Section 527 of the Act shareholders meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the AGM; or (ii) any circumstances connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with Section 437 of the Act. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with Sections 527 or 528 of the Act. Where the Company is required to place a statement on a website under Section 527 of the Act, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website.

The business which may be dealt with at the AGM includes any statement that the Company has been required under Section 527 of the Act to publish on a website.

11. Any shareholder attending the meeting has the right to ask questions. As described above, the Company will answer questions at the AGM made in person or via the online platform or the telephone line (see Appendix 2 to this Notice for further details) and in advance. The Company will endeavour to respond to any questions submitted in advance of the meeting and which relate to the business of the meeting which are submitted via email to [agmquestions@whitbread.com](mailto:agmquestions@whitbread.com) prior to 2.00pm on Tuesday 20 June 2023.

In relation to questions submitted in advance, answers will be grouped thematically, and provided during the AGM, and made available on our website at [www.whitbread.co.uk](http://www.whitbread.co.uk) in the days following the meeting.

Questions may not be answered where (i) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (ii) the answer has already been given on a website in the form of an answer to a question, or (iii) it is undesirable in the interests of the Company that the question be answered.

In relation to questions submitted in advance, answers will be grouped thematically, and provided during the AGM, and made available on our website at [www.whitbread.co.uk](http://www.whitbread.co.uk) in the days following the meeting.

Questions may not be answered where (i) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (ii) the answer has already been given on a website in the form of an answer to a question, or (iii) it is undesirable in the interests of the Company that the question be answered.

12. Copies of the following documents will be available for inspection at the registered office of the Company, Whitbread Court, Houghton Hall Business Park, Porz Avenue, Dunstable, Bedfordshire LU5 5XE, during usual business hours (Saturdays, Sundays and public holidays excepted) from the date this Notice is mailed until the close of the AGM, at the place of the meeting for 15 minutes before and during the meeting and on the Company's website ([www.whitbread.co.uk](http://www.whitbread.co.uk)):

- (A) an extract of Articles 3A(B) and 3B(B) marked "A" as they are proposed to be amended pursuant to the LIBOR Amendments (as defined in the explanatory notes to resolution 24 below);
- (B) the draft articles of association marked "B", as they are proposed to be amended pursuant to the General Amendments (as defined in the explanatory notes to resolution 25 below);
- (C) the audited accounts of the Company for the financial years ended 3 March 2022 and 2 March 2023; and
- (D) the directors' service contracts and terms of appointment.

Copies will also be available for inspection from the date this Notice is mailed until the close of the AGM at Slaughter and May, One Bunhill Row EC1Y 8YY during usual business hours (Saturdays, Sundays and public holidays excepted).

A copy of this Notice, and other information required by Section 311A of the Act, can be found at [www.whitbread.co.uk](http://www.whitbread.co.uk).

Shareholders should only use any electronic address provided in either this Notice or any related documents (including the Chairman's letter and the proxy form) to communicate with the Company for the purposes expressly stated.

At the close of business on 15 May 2023, the Company had 213,365,520 ordinary shares in issue, of which 12,454,718 ordinary shares were held in treasury. Therefore, the total number of voting rights in the Company was 200,910,802. The ordinary shares have a nominal value of 76 122/153 pence each.

The ordinary shares have a nominal value of 76 122/153 pence each.

13. The Company may process personal data of attendees at the AGM. This may include webcasts, photos, recordings and audio and video links, as well as other forms of personal data. The Company shall process such personal data in accordance with its privacy policy, which can be found at [www.whitbread.co.uk/privacy-policy](http://www.whitbread.co.uk/privacy-policy).



## NOTES ON THE ORDINARY RESOLUTIONS

Resolutions 1 to 19 are proposed as ordinary resolutions.

This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution.

Resolutions 20 to 25 are proposed as special resolutions. This means that for each of those resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

### Resolution 1

Resolution 1 is the usual resolution to receive the Annual Report and Accounts for 2022/23. The Annual Report and Accounts are available on the Company's website ([www.whitbread.co.uk](http://www.whitbread.co.uk)) or on request from Link Group, 10th Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL.

### Resolution 2

Companies quoted on the London Stock Exchange are required to put an ordinary resolution to shareholders at the AGM seeking approval of the Annual Report on Remuneration. This Report is set out in full on pages 103 to 115 of the Annual Report and Accounts. The vote is advisory only, however, and the directors' entitlement to remuneration is not conditional on the resolution being passed.

### Resolution 3

Resolution 3 is to declare a final dividend of 49.8 pence per share in respect of the year ended 2 March 2023. Subject to the passing of resolution 3 approving the dividend at the AGM, shareholders will be offered the opportunity to reinvest the cash dividend they receive in the Company's shares by participating in the Dividend Reinvestment Plan (DRIP) offered by the Company's registrars, Link Group, a trading name of Link Market Services Trustees Limited (LMSTL). The full terms and conditions and further information about how to participate in the DRIP can be obtained electronically through the shareholder portal at [www.whitbread-shares.com](http://www.whitbread-shares.com) or by contacting Link Group on +44 (0) 344 855 2327 (Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales.) Shareholders who hold their shares in CREST and wish to elect to participate must do so by means of the relevant CREST procedures.

### Resolution 4

Resolution 4 is to elect Dominic Paul as a director of the Company following his appointment on 17 January 2023.

Dominic is an experienced senior executive, with a very strong operational and commercial record in the travel, leisure, and hospitality sector, and most recently served as CEO of Domino's Pizza Group plc. Dominic is well known to Whitbread and joins with a good understanding of the business having been a member of the Whitbread Executive Committee and Managing Director of Costa Coffee for three years, overseeing its significant growth in both the UK and internationally ahead of the sale of the business to Coca-Cola. Dominic succeeded Alison Brittain as Chief Executive in January 2023.

Further biographical details can be found on page 76 of the Annual Report and Accounts and in Appendix 1 to this Notice.

### Resolution 5

Resolution 5 is to elect Dame Karen Jones as a director of the Company following her appointment as an independent non-executive director on 9 January 2023.

Karen is Senior Independent Director at Deliveroo plc and Chair at both Hawksmoor and Mowgli Street Food, having previously served as Executive Chair at Prezzo and Senior Independent Director at Booker plc. Karen has a wealth of experience in the restaurant, food and hospitality sectors having founded Café Rouge and led the formation of Spirit Group as CEO. Karen also has strong experience in executive remuneration, having previously chaired the remuneration committees at ASOS plc and Booker plc.

Further biographical details can be found on page 77 of the Annual Report and Accounts and in Appendix 1 to this Notice.

### Resolution 6

Resolution 6 is to elect Dame Cilla Snowball as a director of the Company following her appointment as an independent non-executive director on 24 January 2023.

Cilla has a wealth of advertising, marketing and digital experience, having served as Group Chief Executive at Abbott Mead Vickers BDDO Ltd, and on the BBDO Worldwide Board, and Chair of both the Advertising Association and the Women's Business Council. Cilla is a Non-Executive Director at Derwent London plc and Genome Research Ltd as well as serving as a Governor of the Wellcome Trust.

Further biographical details can be found on page 77 of the Annual Report and Accounts and in Appendix 1 to this Notice.

### Resolutions 7 to 15

The UK Corporate Governance Code (the 'Code') recommends that directors should be subject to annual re-election by shareholders.

The most recent Board evaluation confirmed that the mix of directors on the Board ensures that the Company has sufficient skills, experience and knowledge at the Board level. The Chairman confirms that each director continues to be effective and demonstrates commitment to his or her role, and that their contribution is important to the Company's long-term sustainable success.

The Senior Independent Director and the non-executive directors confirm that this is also true of the Chairman.

The full biographical details of all directors being proposed for re-election can be found on pages 76 to 77 of the Annual Report and Accounts and in Appendix 1 at the end of this Notice, which details why the contribution of each director is, and continues to be, important to the Company's long-term sustainable success. Each director has experience in a key sector which relates to the Company's current business model or plans for future growth (for example, travel and hospitality, digital, property or international), and the Company can confirm that their contribution continues to be relevant and important to its success.

### Resolutions 16 and 17

Resolution 16 is to re-appoint Deloitte LLP as the Company's auditor, to serve until the conclusion of the Company's next AGM and resolution 17 is to authorise the Board, through the Audit Committee, to set the auditor's remuneration.

### Resolution 18

Part 14 of the Act prohibits companies from making political donations exceeding £5,000 in aggregate in any 12-month period to: (i) political parties, (ii) other political organisations, and (iii) independent election candidates, and from incurring political expenditure without shareholders' consent.

As the definitions used in the Act are broad, it is possible that normal business activities, which might not be thought to be political expenditure in the usual sense, could be caught. For example, funding seminars and other functions to which politicians are invited, supporting certain bodies involved in policy review and law reform as well as making certain charitable donations may be regarded as political in nature.

It remains the policy of the Company not to make political donations or incur political expenditure within the ordinary meaning of those words and the Board has no intention of using the authority for that purpose. The authority being sought in this resolution is being sought as a precaution to ensure that the Company's normal business activities are within the Act.

### Resolution 19

Paragraph (A) of resolution 19 would give the Board the authority to allot shares or grant rights to subscribe for or convert any securities into shares up to an aggregate nominal amount equal to £51,431,414 (representing 66,970,267 ordinary shares of 76 122/153 pence each). This amount represents approximately one-third of the issued ordinary share capital (excluding treasury shares) of the Company as at 15 May 2023, the latest practicable date before publication of this Notice.

In line with guidance issued by the Investment Association ('IA'), paragraph (B) of this resolution would give the Board authority to allot shares or grant rights to subscribe for or convert any securities into shares in connection with a pre-emptive offer (including a rights issue or open offer in favour of ordinary shareholders up to an aggregate nominal amount equal to £102,862,828 (representing 133,940,534 ordinary shares), as reduced by the nominal amount of any shares issued under paragraph (A) of this resolution. This amount (before any reduction) represents approximately two-thirds of the issued ordinary share capital (excluding treasury shares) of the Company as at 15 May 2023, the latest practicable date before publication of this Notice.

The authority sought under this resolution will expire at the earlier of 22 September 2024 and the conclusion of the AGM of the Company held in 2024.

The Board has no present intention to exercise the authority sought under this resolution, except, under paragraph (A), if necessary to satisfy the consideration payable for businesses to be acquired. However, if it does exercise the authority, the Board intends to follow IA recommendations concerning their use.

As at 15 May 2023 (being the latest practicable date prior to the publication of this Notice), the Company held 12,454,718 shares as treasury shares, representing 6.20% of the Company's issued ordinary share capital (excluding any treasury shares) at that date.

## NOTES ON THE SPECIAL RESOLUTIONS

### Resolutions 20 and 21

Resolutions 20 and 21 will be proposed as special resolutions, each of which requires a 75% majority of the votes to be cast in favour. They would give the directors the power to allot ordinary shares (or sell any ordinary shares which the Company holds in treasury) for cash without first offering them to existing shareholders in proportion to their existing shareholdings.

The power set out in resolution 20 would be, similar to previous years, limited to: (a) allotments or sales in connection with pre-emptive offers and offers to holders of other equity securities if required by the rights of those shares, or as the Board otherwise considers necessary, or (b) otherwise up to an aggregate nominal amount of £7,714,712 (representing 10,045,540 ordinary shares).

This aggregate nominal amount represents approximately 5% of the issued ordinary share capital (excluding treasury shares) of the Company as at 15 May 2023, the latest practicable date before publication of this Notice.

In respect of the power under resolution 20(B), the directors confirm their intention to follow the provisions of the Pre-Emption Group's Statement of Principles (the Principles) regarding cumulative usage of authorities within a rolling three-year period where the Principles provide that usage in excess of 7.5% of the issued ordinary share capital of the Company (excluding treasury shares) should not take place without prior consultation with shareholders.

Resolution 21 is intended to give the Company flexibility to make non pre-emptive issues of ordinary shares in connection with acquisitions and other capital investments as contemplated by the Pre-Emption Group's Statement of Principles. The power under resolution 21 is in addition to that proposed by resolution 20 and would be limited to allotments or sales of up to an aggregate nominal amount of £7,714,712 (representing 10,045,540 ordinary shares) in addition to the power set out in resolution 20. This aggregate nominal amount represents an additional 5% of the issued ordinary share capital (excluding treasury shares) of the Company as at 15 May 2023, the latest practicable date before publication of this Notice.

In respect of the authorities sought under resolutions 20 and 21, the Board acknowledges the increased limits set out in the Pre-Emption Group's most recent Principles published in November 2022. However, at this time, the Board considers it appropriate to retain the previous limits of 5% of the issued ordinary share capital of the Company in resolutions 20 and 21 and have not adopted the increased limits of 10% set out in the most recent Principles, nor do the resolutions specifically provide for follow-on offers. The Board will keep emerging market practice under review but consider that the limits of 5% provide sufficient flexibility to the Company at present.

The powers under resolutions 20 and 21 will expire at the earlier of 22 September 2024 and the conclusion of the AGM of the Company held in 2024.

### Resolution 22

This resolution, which will be proposed as a special resolution, will renew the authority for the Company to purchase up to 10% of its issued ordinary shares (excluding any treasury shares) as at 15 May 2023 (being the latest practicable date prior to the publication of this Notice).

The maximum and minimum prices to be paid are set out in the resolution. Having the power to buy back shares enables the Board to act without delay.

This power will only be used by the Board if it considers such a purchase would be in the best interests of the Company, and of shareholders generally, and could be expected to result in an increase in earnings per share. In reaching such a decision, the Board would take into account the market conditions prevailing at the time, the investment opportunities otherwise open to the Company and the Company's overall financial position.

On 25 April 2023, the Company announced that it was commencing an ordinary share buy-back programme of up to £300 million (the Programme). The Programme commenced on 25 April 2023 and will end no later than 25 October 2023. The purpose of the Programme is to reduce the capital of



the Company by returning surplus capital to shareholders. Further details of the Programme are set out in the Company's announcement dated 25 April 2023. Ordinary shares purchased under the Programme may be cancelled or (to the extent permitted by law) held in treasury.

The Company would consider holding any of its own shares that it purchases as treasury shares. This would give the Company the ability to re-issue the treasury shares quickly and cost-effectively, and would provide the Company with additional flexibility in the management of its capital base. As at 15 May 2023 (being the latest practicable date prior to the publication of this Notice), the Company held 12,454,718 shares as treasury shares, representing 6.20% of the Company's issued ordinary share capital (excluding any treasury shares) at that date.

The total number of options over ordinary shares outstanding as at 15 May 2023 (being the latest practicable date prior to the publication of this Notice) was approximately 1.45m, representing approximately 0.7% of the Company's issued ordinary share capital (excluding any treasury shares) at that date.

### Resolution 23

This resolution, which will be proposed as a special resolution, will renew an authority granted at last year's AGM to allow the Company to call general meetings other than an AGM on 14 clear days' notice.

If approved, this resolution will enable the Company to retain maximum flexibility to seek shareholder approval for any future change or transaction that may require such approval. The approval will be effective until the Company's next AGM, when it is intended that a similar resolution will be proposed.

The shorter notice period would not be used as a matter of routine for such meetings, but only where the flexibility is merited by the business of the meeting and is thought to be to the advantage of shareholders as a whole and noting also the recommendations of the Code with which the Company would intend to comply.

Shareholders should note that in order to be able to call a general meeting on less than 21 clear days' notice, the Company must make a means of electronic voting available to all shareholders for that meeting.

### Resolution 24

This resolution, which will be proposed as a special resolution, proposes to amend Articles 3A(B) and 3B(B) of the Company's articles of association.

In accordance with Articles 3A(B) and 3B(B) of the Company's current articles of association, the rate per annum of the Company's B preference shares (B Shares) and C preference shares (C Shares) are calculated by reference to the London inter-bank offered rate (LIBOR), specifically 75% of 6-month LIBOR on the first business day of the specified calculation period.

As the LIBOR reference rate is being discontinued, the Company is proposing to amend Articles 3A(B) and 3B(B) to provide that the rate per annum of the Company's B Share and C Share dividends are calculated by reference to the Bank of England's Bank Rate (or, if such rate is unavailable, any other rate the directors determine to be, in their absolute discretion, an appropriate alternative or replacement therefor). While the Company cannot guarantee or influence the future level of the Bank of England Bank Rate, nor provide any assurance that any future B Share and C Share dividends will be the same as they would have been were 75% of 6-month LIBOR to remain available as the reference rate, the Company believes that the Bank of England Bank Rate is an appropriate, accessible and straightforward replacement reference rate. In particular, the Bank of England Bank Rate is a well-known and trusted rate that is widely used as a reference rate in many financial products.

The Company is also proposing to amend Articles 3A(B) and 3B(B) to provide that B Share and C Share dividends that are unclaimed for six years from the date of payment (rather than 12 years as currently provided) shall be forfeited and revert to the Company, in line with certain amendments the Company proposes to make to unclaimed ordinary share dividends (as summarised in Appendix 3).

The proposed amendments to Article 3A(B) must be approved by a special resolution passed at a general meeting of holders of B Shares (a B Shareholder Meeting) and the proposed amendments to Article 3B(B) must be approved by a special resolution passed at a general meeting of holders of C Shares (the C Shareholder Meeting). A B Shareholder Meeting is expected to take place immediately following the AGM and a C Shareholder Meeting is expected to take place immediately following the B Shareholder Meeting.

If the proposed amendments to Article 3A(B) are not approved at a B Shareholder Meeting and/or if resolution 24 is not passed at the AGM, the proposed amendments to Article 3A(B) will not take effect. Similarly, if the proposed amendments to Article 3B(B) are not approved at a C Shareholder Meeting and/or if resolution 24 is not passed at the AGM, the proposed amendments to Article 3B(B) will not take effect.

An extract marked "A" showing the terms of Articles 3A(B) and 3B(B) as they are proposed to be amended is available for inspection: (i) on the national storage mechanism from the date of this Notice; (ii) at the registered office of the Company, Whitbread Court, Houghton Hall Business Park, Porz Avenue, Dunstable, Bedfordshire LU5 5XE, during usual business hours (Saturdays, Sundays and public holidays excepted) from the date this Notice is mailed until the close of the AGM; (iii) at the place of the meeting for 15 minutes before and during the meeting; and (iv) on the Company's website ([www.whitbread.co.uk](http://www.whitbread.co.uk)).

### Resolution 25

This resolution, which will be proposed as a special resolution, proposes to amend Articles 1 to 3 and 4 to 133 of the Company's articles of association.

The Company's current articles of association (the Existing Articles) were adopted on 22 June 2010. As such, in addition to the amendments to Articles 3A(B) and 3B(B) (the LIBOR Amendments) contemplated by resolution 24, the Company is taking this opportunity to propose certain other general updates and amendments to its articles of association (the General Amendments). The General Amendments reflect, among other matters, developments in law and market practice and are intended to modernise and clarify certain provisions of the Existing Articles, as well as providing additional flexibility where this is considered appropriate. The proposed amendments to the Existing Articles are summarised in Appendix 3.

The draft articles of association marked "B", as they are proposed to be amended pursuant to the General Amendments, are available for inspection: (i) on the national storage mechanism from the date of this Notice; (ii) at the registered office of the Company, Whitbread Court, Houghton Hall Business Park, Porz Avenue, Dunstable, Bedfordshire LU5 5XE, during usual business hours (Saturdays, Sundays and public holidays excepted) from the date this Notice is mailed until the close of the AGM; (iii) at the place of the meeting for 15 minutes before and during the meeting; and (iv) on the Company's website ([www.whitbread.co.uk](http://www.whitbread.co.uk)).

### Recommendation

The directors consider that all the resolutions to be put to the meeting are in the best interests of the Company and its shareholders as a whole. The directors will be voting in favour of the proposed resolutions in respect of their own personal shares and unanimously recommend that you do so as well.

## DIRECTIONS



### By Road from M1

- Leave the motorway at junction 11 taking the A505 to Dunstable.
- Travel to the Poynters Road roundabout.
- Take the 3rd exit (Poynters Road) to Houghton Regis.
- Travel to the next roundabout.
- Take the 1st exit into Porz Avenue.
- At the next roundabout take the 3rd exit into Houghton Hall Office Park.
- At the next roundabout take the second exit.
- Whitbread Court is directly in front of you.

### By Rail to Whitbread Court

- Leagrave train station is on the main line from London St Pancras.
- Leagrave train station is a 10 minute taxi ride to Whitbread Court.
- For more information on train times visit [www.thetrainline.com](http://www.thetrainline.com) or call 03457 484950

# APPENDIX 1 – Board of Directors

## Adam Crozier Chairman



**Date of appointment to the Board:**  
April 2017

**Date of appointment as Chairman:**  
March 2018

**Age:** 59

### Experience:

Adam was Chief Executive of ITV plc from 2010 to 2017. During his time as Chief Executive, ITV was transformed into a global media player of scale, delivering consistently good growth and with increasing emphasis on international content creation and distribution.

Prior to ITV, Adam was Chief Executive of Royal Mail, where he led its modernisation and transformed it from a heavily loss-making position to profitability. He has also been CEO of The Football Association and joint CEO of Saatchi & Saatchi. Adam has served as Chairman of Vue International and ASOS.

### External appointments:

- BT Group plc (Chairman)
- Great Ormond Street Hospital Discovery Appeal (Trustee)
- Kantar Group (Chairman)

## Richard Gillingwater Senior Independent Director



**Date of appointment to the Board:**  
June 2018

**Age:** 66

### Experience:

Richard retired as Chairman of Janus Henderson Group plc at the end of 2022. He served as a non-executive director of Helical PLC and was former Pro-Chancellor of the Open University. Richard also served as Chairman of SSE PLC from 2015 to 2021.

Richard is a highly experienced executive and has spent much of his career in corporate finance and investment banking with Kleinwort Benson, BZW and Credit Suisse First Boston, before he moved out of banking and became Chief Executive of the Shareholder Executive and then Dean of Bayes Business School.

### External appointments:

- Spirax-Sarco Engineering plc (Senior Independent Director)
- Wellcome Trust (Chair of the Investment Committee)

## Dominic Paul Chief Executive

**Date of appointment to the Board:**  
January 2023

**Age:** 51

### Experience:

Dominic is an experienced senior executive, with a very strong operational and commercial record in the travel, leisure and hospitality sector, with a track record of growing and transforming brands both in the UK and internationally.

Dominic was previously a member of the Whitbread Executive Committee and Managing Director of Costa Coffee for three years, before serving as CEO of Domino's Pizza Group Plc, where he led the business through the COVID pandemic, and delivered a strong period of sales growth and value creation whilst aligning stakeholders behind a growth strategy for the future.

Previously, Dominic was Senior Vice President of International with Royal Caribbean Cruise Line, where he led the business through a period of strong growth.

## Kal Atwal Independent non-executive director



**Date of appointment to the Board:**  
March 2021

**Age:** 51

### Experience:

Kal has over 13 years' executive committee experience at BGL Group Limited in various roles, including Founding Managing Director of comparethemarket.com. Kal was also Chair of SimplyCook, a tech-enabled meal kit subscription service, prior to its sale to Nestlé.

Kal began her career at EY in Madrid, after which she held a number of operational and strategic roles with Southern Derbyshire Chamber and Northcliffe Media Ltd.

Kal is an experienced strategic leader with international experience in start-up, scale-up, fintech and digital businesses.

### External appointments:

- Admiral Financial Services Ltd (non-executive director)
- Royal London Group (non-executive director)
- WH Smith PLC (non-executive director)
- OSB Group PLC (non-executive director)
- SimplyCook Ltd (Board adviser)

## Hemant Patel MBE Chief Financial Officer

**Date of appointment to the Board:**  
March 2022

**Age:** 53

### Experience:

Hemant joined Whitbread in 2018 as UK Finance Director, having previously been Finance Director of Greene King Pub Co. He also worked at Asda-Walmart for 11 years, carrying out various management roles including Commercial Finance Director, Director of Own Label and Director of Strategy. He also had several finance roles over six years at Mars, Inc.

He was Chair of the Royal Armouries Museum and was awarded an MBE for services to museums and heritage in the 2020 birthday honours list. He also received the Arts and Business Individual of the Year award in 2007 for his work with Interplay Theatre.

### External appointments:

- DCMS (non-executive director)

## David Atkins Independent non-executive director



**Date of appointment to the Board:**  
January 2017

**Age:** 57

### Experience:

David was Chief Executive of Hammerson plc, a British property development and investment company, and one of the UK's largest listed property companies. He stepped down from the position in November 2020.

He is also the former Chairman and executive board member of the European Public Real Estate Association (EPRA) and past President and a former committee member of Revo (formerly BCSC).

### External appointments:

- Reading Real Estate Foundation (director and trustee)
- OCS Group Ltd (non-executive director)
- Landmark Group Holdings Ltd (Chair)

**Fumbi Chima**  
Independent non-executive director



**Date of appointment to the Board:**  
March 2021

**Age:** 48

**Experience:**

Fumbi is Chief Information Officer at BECU, and previously held similar roles at adidas, Fox Network Group, Burberry, Walmart Asia's business operations and American Express global corporate technologies. Fumbi has more than 25 years of leadership and technology experience in both the retail and financial sectors.

In addition to technology, Fumbi's background showcases a dedication to diversity, women's empowerment and inclusion.

**External appointments:**

- BECU (Chief Information Officer and Executive Vice-President)
- Africa Prudential (independent director)
- Women at Risk International Foundation (director)
- The Azek Company (board member)
- Ted Baker PLC (non-executive director)

**Dame Karen Jones**  
Independent non-executive director



**Date of appointment to the Board:**  
January 2023

**Age:** 66

**Experience:**

Karen is Senior Independent Director at Deliveroo plc and Chair at both Hawksmoor and Mowgli Street Food, having previously served as Executive Chair at Prezzo and Senior Independent Director at Booker plc.

Karen has a wealth of experience in the restaurant, food and hospitality sectors, having founded Café Rouge and led the formation of Spirit Group as CEO. Karen also has strong experience in executive remuneration, having previously chaired the remuneration committees at ASOS plc and Booker plc.

**External appointments:**

- Deliveroo plc (Senior Independent Director)
- The Crown Estate (non-executive director)
- Hawksmoor (Chair)
- Mowgli Street Food (Chair)

**Frank Fiskers**  
Independent non-executive director



**Date of appointment to the Board:**  
February 2019

**Age:** 61

**Experience:**

Frank spent ten years from 2007 as President & CEO of Scandic Hotels Group and took the company public in 2015. He has experience in a number of countries in Europe and Africa.

Frank has served as Chairman of Norstedt and Akademibokhandeln. He has also served as a board member of the Swedish Hospitality Employers Association, Dame Thomas Foundation for Young People, and the British Hospitality Association.

**External appointments:**

- Shurgard Self Storage SA (non-executive director)

**Dame Cilla Snowball**  
Independent non-executive director



**Date of appointment to the Board:**  
January 2023

**Age:** 64

**Experience:**

Cilla has a wealth of advertising, marketing and digital experience, having been made a Dame in 2017 for her services to advertising, diversity and equality.

Cilla started her career in advertising and served as Group Chief Executive at Abbott Mead Vickers BDDO Ltd from 2006 to 2018. Cilla is also on the BBDO Worldwide board, and Chair of both the Advertising Association and the Women's Business Council.

**External appointments:**

- Derwent London plc (non-executive director)
- Genome Research Ltd (non-executive director)
- Wellcome Trust (Governor)
- University of Birmingham (Council Member)

**Horst Baier**  
Independent non-executive director



**Date of appointment to the Board:**  
November 2019

**Age:** 66

**Experience:**

Horst was Chief Financial Officer of TUI AG, the London-listed Anglo-German leisure travel group for eight years until the end of September 2018. During his time at TUI AG, Horst played an important role in TUI's transformation from a tour operator to a global provider of holidays.

**External appointments:**

- Bayer AG (member of the supervisory board)
- DIAKOVERE GmbH (member of the supervisory board)
- Ecclesia Holding GmbH (member of the supervisory board)

**Chris Kennedy**  
Independent non-executive director



**Date of appointment to the Board:**  
March 2016

**Age:** 59

**Experience:**

Chris is Chief Financial Officer and Chief Operating Officer of ITV plc, which he joined in February 2019.

Prior to this, Chris held CFO roles with Micro Focus International plc, ARM Holdings plc and easyJet plc, having previously spent 17 years in a variety of senior roles at EMI.

Chris was voted FTSE 100 CFO in 2015.

**External appointments:**

- ITV plc (Chief Financial Officer)
- The EMI Group Archive Trust (Trustee)
- Great Ormond Street Hospital Trust (Trustee)

## APPENDIX 2 – SHAREHOLDER GUIDE TO ACCESSING THE AGM ELECTRONICALLY

### Meeting Access

Shareholders can participate in the meeting remotely, via: <https://web.lumiagm.com/163-588-560>. This can be accessed online using the latest version of Chrome, Firefox and Safari on your PC, laptop, tablet or smartphone. When accessing the meeting platform, you will be asked to enter your unique IVC and Pin.

If required, the Meeting ID is 163-588-560.

Access to the Lumi platform will be available an hour prior to the start of the meeting.

### Broadcast

Once logged in, and at the commencement of the meeting, you will be able to follow the proceedings on your device.

### Voting

Once the Chair has formally opened voting, the list of resolutions will automatically appear on your screen. Select the option that corresponds with how you wish to vote.

Once you have selected your vote, the option will change colour and a confirmation message will appear to indicate your vote has been cast and received, there is no submit button.

To vote on all resolutions displayed select the “vote all” option at the top of the screen.

To change your vote, reselect your choice. To cancel your vote, select the “cancel” button. You will be able to do so whilst the poll remains open and before the Chair announces its closure.

### Q&A

To ask a question, select the messaging icon from within the navigation bar and type your question at the top of the screen.

To submit your question, click on the arrow icon to the right of the text box.

### Requirements

An active internet connection is always required in order to allow you to cast your vote when the poll opens, submit questions and view the Broadcast. It is the user’s responsibility to ensure you remain connected for the duration of the meeting.

As well as having the latest internet browser installed, users must ensure their device is up to date with the latest software release.

### Duly appointed proxies and corporate representatives

If you wish to appoint a proxy other than the Chair of the meeting and for them to attend the virtual meeting on your behalf, please submit your proxy appointment in the usual way before contacting Link Group on +44 (0) 371 277 1020\* in order to obtain their IVC and PIN. It is suggested that you do this as soon as possible and at least 48 hours (excluding non-business days) before the meeting.

If your shares are held within a nominee account and you wish to attend the electronic meeting, you will need to contact your nominee as soon as possible. Your nominee will need to present a corporate letter of representation to Link Group, our registrar, as soon as possible and at least 72 hours (excluding non-business days) before the meeting, in order that they can obtain for you your unique IVC and PIN to enable you to attend the electronic meeting.

If you are an institutional investor you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to <https://proxymity.io/>. Your proxy must be lodged by 2.00pm on Tuesday 20 June 2023 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity’s associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.

\* Lines are open from 9.00 a.m. to 5.30 p.m. Monday to Friday, calls are charged at the standard geographic rate and will vary by provider. Calls outside the UK will be charged at the applicable international rate



## APPENDIX 3 – PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION

### Stylistic and similar non-material amendments

A number of the General Amendments are of a minor technical or clarificatory nature, or are stylistic changes intended to modernise the language used in the Company's articles of association.

For example, gender neutral terms have been adopted throughout the draft articles (e.g. references to "chairman" have been changed to "chair"). The General Amendments also require various numbering and cross-referencing changes.

### LIBOR Amendments

The amendments that are proposed to be made to Articles 3A(B) and 3B(B) pursuant to the LIBOR Amendments are summarised in the explanatory notes to resolution 24.

### Other material amendments

The table below summarises certain more material amendments that are proposed to be made pursuant to the General Amendments. As explained in the explanatory notes to resolution 25, the General Amendments reflect, among other matters, developments in law and market practice and are intended to modernise and clarify certain provisions of the Existing Articles, as well as providing additional flexibility where this is considered appropriate.

The numbering in the first column of the table refers to the numbering of the Existing Articles. The numbering in the second column of the table refers to the numbering of the draft articles of association marked "B".

Article no. in Existing Articles	Article no. in draft articles of association marked "B"	Summary of proposed amendment(s)
N/A	4	New provision permitting the Company to change its name by board resolution, in line with market practice
4	5	Provisions related to the Company's subscriber shares have been deleted, as these shares are no longer in existence
7	8	New provision clarifying that certain purchases/redemptions of the Company's own shares or returns of capital will not constitute a variation of class rights
39	40	Procedures for selling untraced certificated shares have been updated in line with market practice and, in particular, no longer require the Company to publish adverts in national newspapers
42	43	New provisions permitting the Company to withhold the payment of dividends from persons entitled to shares by law who have not complied with notices requiring them to either register as a shareholder or transfer the shares
51 and 54	48 and 49	New provisions providing the Company with greater flexibility to facilitate electronic attendance and participation at general meetings. Article 49 clarifies that these provisions do not permit general meetings to be held on an exclusively electronic basis
47	50	New provisions providing the Company with greater flexibility to postpone or change arrangements for general meetings. In particular, the Company is no longer required to advertise changes in two national newspapers
50 and 53	53 and 55	New provisions providing the Company with greater flexibility to put in place security, health and safety and access arrangements at general meetings and maintain orderly conduct during meetings
78 and 79	79 and 80	New provisions requiring directors of the Company to retire annually at AGMs and offer themselves for re-election, in line with existing corporate governance practices
87 and 88	88 and 89	Aggregate cap on directors fees, which was last amended in June 2013, increased from £700,000 to £1 million in line with market practice and to ensure sufficient headroom. Directors are also authorised to award extra fees to any director who serves on any committee or who devotes special attention to the business of the Company, in line with market practice.
93	94	The provisions related to the Company's borrowing powers have been updated. The Company's borrowings remain limited to two times the Company's adjusted capital and reserves, but various related definitions and assumptions have been updated and clarified in line with market practice.
115 and 118	116 and 118	New provisions providing the Company with greater flexibility regarding payment mechanics for dividends and providing that unclaimed dividends will be forfeited and revert to the company after six years (rather than 12 as currently provided)
125	N/A	Certain provisions regarding auditors have been deleted, to limit duplication and potential discrepancies with overriding statutory requirements
126, 128 and 129	126, 128 and 129	Provisions regarding the service and delivery of notices/documents have modernised and updated to provide the Company with greater flexibility to deal with certain legal or practical issues

As noted in the explanatory notes to resolutions 24 and 25:

- A. an extract of Articles 3A(B) and 3B(B) marked "A" as they are proposed to be amended pursuant to the LIBOR Amendments; and
- C. the draft articles of association marked "B", which contain only the General Amendments,

are each available for inspection: (i) on the national storage mechanism from the date of this Notice; (ii) at the registered office of the Company, Whitbread Court, Houghton Hall Business

Park, Porz Avenue, Dunstable, Bedfordshire LU5 5XE, during usual business hours (Saturdays, Sundays and public holidays excepted) from the date this Notice is mailed until the close of the AGM; (iii) at the place of the meeting for 15 minutes before and during the meeting; and (iv) on the Company's website ([www.whitbread.co.uk](http://www.whitbread.co.uk)).



