WHITBREAD PLC

Form of Proxy 2024

Tuesday 18 June 2024

Whitbread PLC
(Incorporated and registered in England and Wales under number 4120344)

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WHITBREAD PLC

Annual General Meeting of Whitbread PLC

Attendance card for ordinary shareholders

The Whitbread PLC AGM will be held at Whitbread Court, Houghton Hall Business Park, Porz Avenue, Dunstable, Bedfordshire LU5 5XE at 2.30pm on Tuesday 18 June 2024 (see map below).

You may submit your proxy electronically using the Share Portal service at www.whitbread-shares.com. If you have not already registered for the Share Portal, you will need your Investor Code below.

Only registered shareholders, their proxies or corporate representatives may attend the meeting. However, if you are registered as disabled you may bring a guest. If you have appointed a proxy (other than the Chairman of the meeting) to attend on your behalf, please tick the box and give this card to your proxy to bring to the meeting (you must still submit your Form of Proxy to be received no later than 2.30pm on Friday 14 June 2024). ☐

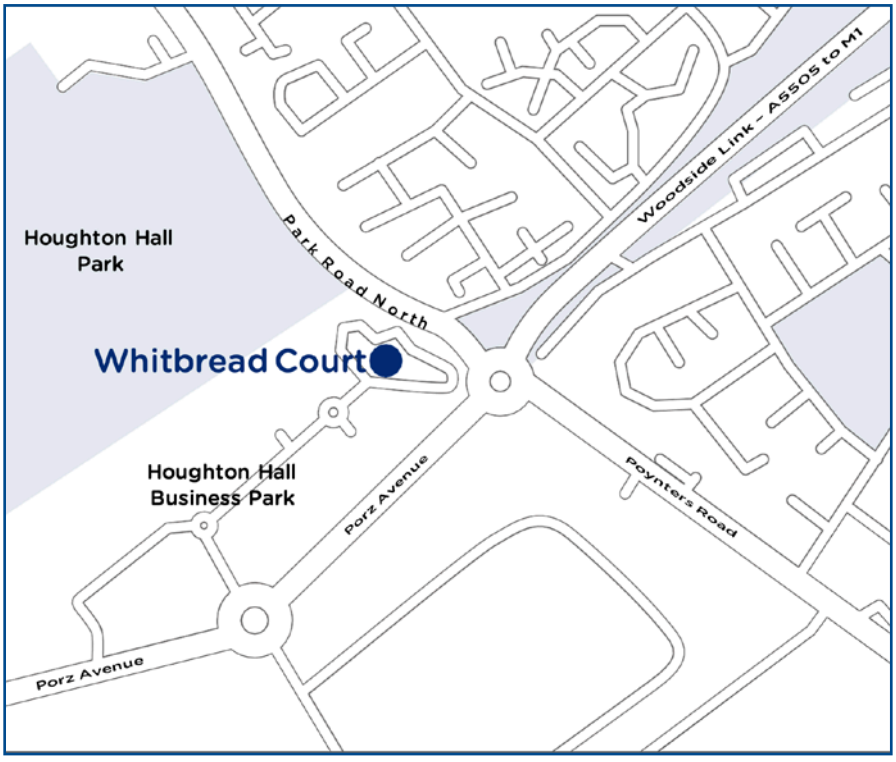
A proxy need not be a shareholder of the Company. Completion of the Form of Proxy does not prevent a shareholder from attending and voting at the meeting.

If you wish to attend the meeting, please bring this card with you and hand it in on arrival.

Signature of person attending

Barcode

Investor code



Directions to Whitbread Court

By road from the 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 Business Park.
- At the next roundabout take the second exit.
- Whitbread Court is directly in front of you.

By rail

- Leagrave train station is on the main line from London St Pancras.
- Whitbread Court is a ten-minute taxi ride from Leagrave train station.
- For more information on train times visit www.thetrainline.com or call 03457 484950

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Barcode

Investor code

Event code

Number of shares proxy appointed over

(Please leave this box blank for your entire voting entitlement.)

Form of Proxy

Annual General Meeting of Whitbread PLC convened for Tuesday 18 June 2024

I/We hereby appoint the Chairman of the meeting OR the following person

Name of proxy

(Please leave this box blank if you have selected the Chairman. Do not insert your own name(s).)

as my/our proxy* to exercise all or any of my/our rights to attend, speak and vote in respect of my/our voting entitlement on my/our behalf at the Annual General Meeting of the Company to be held at 2.30pm on Tuesday 18 June 2024 and at any adjournment thereof. I have indicated with an 'X' how I/we wish my/our votes to be cast on the following resolutions. Unless otherwise instructed, the proxy may vote as he or she sees fit or abstain in relation to the specific resolutions and any other business of the meeting including amendments to resolutions.

If you wish to vote 'For' all the resolutions, in accordance with the Board's recommendation, tick here ☐ and then sign and date the Proxy Card below.

* If you wish to appoint multiple proxies please see note 2 overleaf and tick here. ☐

Ordinary resolutions

		For	Against	Withheld
1	To receive the Annual Report and Accounts for the year ended 29 February 2024.	☒	☒	☒
2	To approve the Annual Report on Remuneration.	☒	☒	☒
3	To declare a final dividend of 62.9 pence per ordinary share.	☒	☒	☒
4	To elect Shelley Roberts as a director.	☒	☒	☒
5	To re-elect Kal Atwal as a director.	☒	☒	☒
6	To re-elect Horst Baier as a director.	☒	☒	☒
7	To re-elect Adam Crozier as a director.	☒	☒	☒
8	To re-elect Frank Fiskers as a director.	☒	☒	☒
9	To re-elect Richard Gillingwater as a director.	☒	☒	☒
10	To re-elect Karen Jones as a director.	☒	☒	☒
11	To re-elect Chris Kennedy as a director.	☒	☒	☒
12	To re-elect Hemant Patel as a director.	☒	☒	☒
13	To re-elect Dominic Paul as a director.	☒	☒	☒
14	To re-elect Cilla Snowball as a director.	☒	☒	☒
15	To reappoint Deloitte LLP as the auditor.	☒	☒	☒
16	To authorise the Board, through the Audit Committee, to set the auditor's remuneration.	☒	☒	☒
17	To authorise the Company to make political donations.	☒	☒	☒
18	To authorise the Board to allot shares.	☒	☒	☒

Special resolutions

19	To authorise the disapplication of pre-emption rights.	☒	☒	☒
20	To authorise the disapplication of pre-emption rights in connection with an acquisition or specified capital investment.	☒	☒	☒
21	To authorise the Company to purchase its own ordinary shares.	☒	☒	☒
22	To enable the Company to call general meetings, other than an Annual General Meeting, on reduced notice.	☒	☒	☒

Signature

Date

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 2.30pm on Tuesday 18 June 2024.

1. 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 access, 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).
2. To appoint more than one proxy, you may photocopy this Form of Proxy. Please indicate in the box next to the proxy holder's name (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.
3. The 'Withheld' option is provided to enable a shareholder to abstain on any particular resolution. It should be noted that a vote withheld 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 2.30pm on Friday 14 June 2024 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 or attending the meeting electronically and voting via the online platform live at the AGM.
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 Group, Whitbread Share Register, PXS 1, Central Square, 29 Wellington Street, Leeds LS1 4DL not later than 2.30pm on Friday 14 June 2024 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).
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 2.30pm on Friday 14 June 2024 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.