WHITBREAD PLC

(the "Company")

NOMINATION COMMITTEE TERMS OF REFERENCE

Adopted by the Board on 17 January 2023

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1. Constitution

The board of the Company (the "Board") has established the nomination committee as a committee of the Board (the "Committee").

2. Membership

2.1 The Committee shall consist of not less than three members from amongst the chairman of the Board and its non-executive directors. A majority of members of the Committee shall be independent non-executive directors.

2.2 Appointments to the Committee are made by the Board and shall be for a period of up to three years, which may be extended for further periods of up to three years, provided the directors still meet the criteria for membership of the Committee.

2.3 The Board may elect a chairman of the meetings of the Committee (the "Chairman") from amongst the Committee's members, and determine the period for which he/she is to hold office. If no such Chairman shall have been appointed, or if at any meeting the Chairman be not present within thirty minutes after the time appointed for holding the same, the members present may choose one of their number, to be Chairman of the meeting, or if appropriate, adjourn the meeting to a later date. The Board has elected the chairman of the Board to be the Chairman of this Committee until further notice.

3. Secretary

If a secretary is required for a meeting the Company Secretary or the Group HR Director shall act as the Secretary of the Committee.

4. Quorum

The quorum necessary for the transaction of the business of the Committee shall be two, at least one of whom should be the chairman of the Company or the Senior Independent Director. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

5. Attendance at Meetings and Conflict of Interest

5.1 No Director shall be present during that part of a meeting when his own re-appointment is discussed.

5.2 All Non-Executive Directors who are not members of the Committee shall also be entitled to attend Committee Meetings, provided that this shall not give rise to a conflict of interest and they first notify the Chairman of the Committee of their intention to attend.

5.3 The Human Resources Director and other employees of the Company and external consultants and advisers may attend Meetings by invitation of the Chairman of the Committee.

6. Frequency and Notice of Meetings

6.1 Meetings shall be held at least twice a year and at such other times as may be required.

6.2 Meetings shall be summoned by any member of the Committee or the Secretary of the Committee at the request of any such member.

6.3 Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the Committee, any other person required to attend and all other non-executive directors, wherever possible, at least two working days before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.

7. Duties

The Committee should carry out the duties below for the Company.

7.1 The Committee shall:

7.1.1 regularly review the structure, size and composition (including the balance of skills, knowledge, independence, experience and diversity, including gender) required of the Board compared to its current position and make recommendations to the Board with regard to any changes;

7.1.2 give full consideration to succession planning for the Board and senior management in the course of its work, and oversee the development of a diverse pipeline for succession, taking into account the challenges and opportunities facing the company, and the skills and expertise required on the Board in the future;

7.1.3 be responsible for identifying and nominating for the approval of the Board, candidates to fill board vacancies as and when they arise;

7.1.4 before making an appointment, evaluate the balance of skills, knowledge, experience and diversity, including gender, on the Board, and, in the light of this evaluation prepare a description of the role and capabilities required for a particular appointment. In identifying suitable candidates the Committee shall:

7.1.4.1 use open advertising or the services of external advisers to facilitate the search;

7.1.4.2 consider candidates from a wide range of backgrounds; and

7.1.4.3 consider candidates on merit and against objective criteria and with due regard for the benefits of diversity on the Board, including gender, taking care that appointees have enough time available to devote to the position;

7.1.5 keep under review the leadership needs of the organisation, both executive and non-executive, with a view to ensuring the continued ability of the organisation to compete effectively in the marketplace;

7.1.6 keep up to date and fully informed about strategic issues and commercial changes affecting the company and the market in which it operates;

7.1.7 review annually the time required from non-executive directors. Performance evaluation should be used to assess whether the non-executive directors are spending enough time to fulfil their duties;

7.1.8 ensure that on appointment to the Board, non-executive directors receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, Committee service and involvement outside Board meetings.

7.1.9 for the appointment of a Chairman, the Committee should prepare a job specification, including the time commitment expected. A proposed Chairman's other significant commitments should be disclosed to the Board before appointment and any changes to the Chairman's commitments should be reported to the board as they arise;

7.1.10 prior to the appointment of a director, the proposed appointee should be required to disclose any other business interests that may result in a conflict of interest and be required to report any future business interests that could result in a conflict of interest;

7.1.11 review the results of the board performance evaluation process that relate to the composition of the board;

7.2 The Committee shall also make recommendations to the Board concerning:

7.2.1 plans for succession for both executive and non-executive directors and in particular for the key roles of chairman of the board and chief executive;

7.2.2 suitable candidates for the role of senior independent director;

7.2.3 membership of the Audit and Remuneration Committees, and any other board committees as appropriate, in consultation with the chairmen of those committees;

7.2.4 the re-appointment of any non-executive director at the conclusion of their specified term of office having given due regard to their performance and ability to continue to contribute to the Board in the light of the knowledge, skills and experience required;

7.2.5 the re-election by shareholders of any director under the annual re-election provisions of the UK Corporate Governance Code 2014 having due regard to their performance and ability to continue to contribute to the Board in the light of the knowledge, skills and experience required and the need for progressive refreshing of the board (particularly in relation to directors being re-elected for a term beyond six years);

7.2.6 any matters relating to the continuation in office of any director at any time including the suspension or termination of service of an executive director as an employee of the company subject to the provisions of the law and their service contract; and

7.2.7 the appointment of any director to executive or other office other than to the positions of chairman of the board and chief executive, the recommendation for which would be considered at a meeting of the full board.

7.2.8 review the progress of the Company's Diversity & Inclusion commitments and make recommendations as appropriate in order to enable the Company to achieve the goals set.

7.2.9 review the development of internal talent and capability to ensure that it is supporting the Company's Diversity & Inclusion strategy.

8. Authority

8.1 In connection with the performance of its duties, the Committee is authorised by the Board to obtain outside legal or other independent professional advice (including the advice of independent recruitment consultants) and to secure the attendance of external professional advisers at its meetings if it considers this necessary. The costs in relation to obtaining such advice shall be borne by the Company.

8.2 The Committee is authorised to seek any information it requires from any employee of the Company in order to perform its duties.

9. Minutes

9.1 The Secretary shall ensure that a written record is kept of all resolutions and proceedings of the Committee including the names of all those present and in attendance at meetings of the Committee.

9.2 The Secretary shall circulate the minutes of meetings of the Committee to all members of the Committee and to the Chairman. The agenda and the minutes, once approved by the Committee, shall be circulated to all other members of the Board not serving on the Committee unless it would be inappropriate to do so due to a conflict of interest or for any other reason.

10. Accountability to Shareholders

The Chairman of the Committee, or, in his absence, an appointed deputy shall attend the Company's Annual General Meeting to answer shareholders' questions on the Committee's activities.

11. Reporting Responsibilities

11.1 The Chairman of the Committee shall report formally to the Board on its proceedings as appropriate after each meeting on all matters within its duties and responsibilities.

11.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

11.3 The Committee shall produce a report to be included in the Whitbread PLC Annual Report about its activities, the process used to make appointments and explain if external advice or open advertising has not been used. Where an external search agency has been used, it shall be identified in the Annual Report and a statement made as to whether it has any connection with the Company or individual directors.

11.4 The report referred to in 11.3 above should include a statement of the board’s policy on diversity, including gender, any measurable objectives that it has set for implementing the policy, and progress on achieving the objectives.

12. Review of Performance

The Committee shall, at least one a year, review its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

13. Other matters

The Committee shall:

13.1 have access to sufficient resources in order to carry out its duties, including access to the company secretariat for assistance as required;

13.2 be provided with appropriate and timely training, both in the form of an induction programme for new members an on an ongoing basis for all members;

13.3 give due consideration to laws and regulations, the provisions of the Code and the requirements of the UK Listing Authority's Listing, Prospectus and Disclosure and Transparency Rules and any other applicable Rules, as appropriate.