Form **8937**
(December 2017)
Department of the Treasury
Internal Revenue Service

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

OMB No. 1545-0123

Part I Reporting Issuer

1 Issuer's name		2 Issuer's employer identification number (EIN)
Whitbread PLC		N/A
3 Name of contact for additional information	4 Telephone No. of contact	5 Email address of contact
Investor Relations, Whitbread PLC	+44 1582 424200	InvestorRelations@whitbread.com
6 Number and street (or P.O. box if mail is not delivered to street address) of contact		7 City, town, or post office, state, and ZIP code of contact
Whitbread Court, Houghton Hall Business Park, Porz Avenue		Dunstable, LU5 5XE, United Kingdom
8 Date of action	9 Classification and description	
May 26, 2020	Rights offering	

10 CUSIP number	11 Serial number(s)	12 Ticker symbol	13 Account number(s)
ISIN: GB00BMT7VN51		LSE: WTBN LN	

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ See attached statement

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ See attached statement

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ See attached statement

Part II Organizational Action *(continued)*

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ See attached statement

18 Can any resulting loss be recognized? ▶ See attached statement

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature ▶ _____ Date ▶ 09/JULY/2020

Print your name ▶ NICHOLAS CADIGAN Title ▶ FINANCE DIRECTOR

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no.	

Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054

Whitbread PLC

IRS Form 8937 (REPORT OF ORGANIZATIONAL ACTIONS AFFECTING BASIS OF SECURITIES)

Attachments for Whitbread PLC

Part II. Organizational Action

14. *Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action*

On May 26, 2020, Whitbread PLC ("Whitbread", "Company", "we", or "us") commenced a rights offering to issue up to 67,277,416 ordinary shares (the "rights offering"). Pursuant to the rights offering, each eligible stockholder of the Company received one transferable subscription right ("right") for every two ordinary shares held as of close of business (London time) on May 19, 2020 (the "record date"). Each right entitled the holder to purchase one new ordinary share at the subscription price of 1,500 pence per ordinary share. The rights offering expired at 11:00 a.m., London time, June 9, 2020.

15. *Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis*

The U.S. federal income tax treatment of the receipt of a right by a stockholder is subject to uncertainty. Whitbread Plc is taking the position that the receipt of a right is not treated as a taxable distribution for U.S. federal income tax purposes.

Under Section 307(a) of the Internal Revenue Code and Treas. Reg. § 1.307-1(a), unless the fair market value of a right is less than 15 percent of the fair market value of the stock with respect to which the right is distributed ("old stock"), the basis of the right in the hands of a stockholder that receives a right shall be determined by allocating the adjusted basis of the old stock between the right and the old stock, in proportion to the fair market values of each on the date of distribution.

On May 26, 2020, the fair market value for one ordinary share of Whitbread Plc was £22.32 and the fair market value of one right was £7.32. This means that, as of the date of the distribution, the fair market value of each right (i.e., £7.32) was 16.4% of the fair market value of the old stock (i.e., two ordinary shares with a fair market value of £44.64). Accordingly, the old stock's basis should be allocated between the old stock and the rights in proportion to the fair market values of each on the date of distribution.

The information contained herein does not constitute tax advice and does not take into account any stockholder's specific circumstances. Whitbread Plc stockholders should read the U.S. federal income tax discussion in the prospectus for the rights offering under "Taxation – Part B: U.S. Taxation" and consult their tax advisors, in light of their

particular circumstances, regarding the U.S. federal income tax consequences of the rights offering.

16. *Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates*

The following example illustrates the allocation of basis between the rights and the stock with respect to which the rights were distributed under Section 307(a):

A hypothetical stockholder with a tax basis of £50,000 in 5,000 shares of Whitbread Plc stock will receive 2,500 rights to purchase 2,500 new ordinary shares.

In the hands of the stockholder:

- the rights will have a basis equal to £7,043.88 (i.e., £50,000 * £7.32 / (£7.32 + £44.64))

- the stock will have a basis equal to £42,956.12 (i.e., £50,000* £44.64 / (£7.32 + £44.64)).

17. *List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based*

Sections 305(a) and 307(a).

18. *Can any resulting loss be recognized?*

A holder will recognize a loss on the sale or other disposition of the rights to the extent such holder's tax basis in the rights exceeds the amount realized from the sale or other disposition.

If the rights expire unexercised then no loss will be recognized. The portion of the basis in the ordinary shares previously allocated to the rights will be reallocated to the existing ordinary shares.