

# WHITBREAD PLC

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## Form of Proxy 2014

**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 Church House Conference Centre, Dean's Yard, Westminster, London SW1P 3NZ at 2.00pm on Tuesday 17 June 2014 (see map below).

You may submit your proxy electronically using the Share Portal service at [www.whitbread-shares.com](http://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 2.00pm on Friday 13 June 2014).

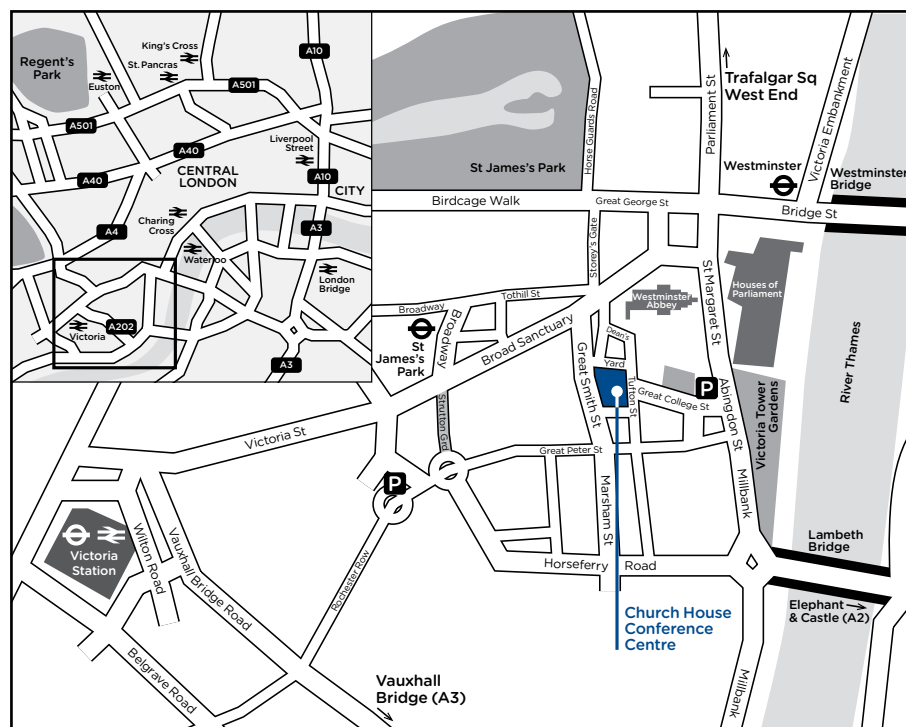
A proxy need not be a shareholder of the Company. Completion of the Form of Proxy does not prevent a shareholder from attending and voting at the meeting.

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

- The entrance to the Conference Centre at Church House is in Dean's Yard, behind Westminster Abbey.
- A short walk from Westminster or St James's Park underground stations.
- Victoria, Charing Cross and Waterloo mainline train stations within 10 minutes.
- Easy transport links to London's Heathrow and Gatwick airports.
- A short taxi ride from a number of Premier Inn hotels.
- Two car parks nearby. Contact NCP: 0845 050 7080 for details.

# WHITBREAD PLC

## Form of Proxy

Annual General Meeting of Whitbread PLC  
convened for 17 June 2014

Barcode

Investor Code

Event Code

Number of shares  
proxy appointed over

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

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 2.00pm on Tuesday 17 June 2014 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 appoint multiple proxies please see note 2 overleaf and tick here.

### Ordinary Resolutions

	For	Against	Abstain
1 To receive the Annual Report and Accounts for the year ended 27 February 2014	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 To approve the Directors' Remuneration Policy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 To approve the Annual Report on Remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 To declare a final dividend of 47.00p per ordinary share	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 To re-elect Richard Baker as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 To re-elect Wendy Becker as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 To re-elect Nicholas Cadbury as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 To re-elect Sir Ian Cheshire as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9 To re-elect Patrick Dempsey as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10 To re-elect Anthony Habgood as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11 To re-elect Andy Harrison as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12 To re-elect Simon Melliss as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13 To re-elect Christopher Rogers as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14 To re-elect Louise Smalley as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15 To re-elect Susan Taylor Martin as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16 To re-elect Stephen Williams as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
17 To re-appoint Ernst & Young LLP as the auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
18 To authorise the Board to set the auditor's remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
19 To authorise the Board to allot shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
20 To approve the 2014 Long Term Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

### Special Resolutions

21 To authorise the Board to allot equity securities for cash other than on a pro rata basis including authority to sell treasury shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
22 To authorise the Company to purchase its ordinary shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
23 To enable the Company to call general meetings, other than an Annual General Meeting, on reduced notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature

Date

# WHITBREAD PLC

## Your shareholder dividend form

Investor Code (IVC):

The Whitbread PLC Scrip dividend scheme (the 'Scrip') is now closed.

As an alternative you have the opportunity to join a new Dividend Reinvestment Plan (DRIP). Under the Scrip new shares were issued and allotted, whereas the new DRIP allows you to use your dividend to buy existing shares in the market through a special dealing arrangement. To reinvest your dividend, you will need to sign up for the DRIP by completing parts 1 and 3 below and returning it using the pre-paid envelope enclosed. If you participated in the Scrip you will still need to sign up for the DRIP. Any residual cash accrued under the Scrip will be released to you shortly.

### Filling in this form

Use this form to tell Capita Asset Services (a trading name of Capita Registrars Limited and Capita IRG Trustees Limited) how you want them to deal with your dividends. Please tick part 1 or/and complete part 2 and then sign part 3. If no selection is made, you will receive your dividend payments by cheque unless bank details have already been provided.

### Part 1 – I want to reinvest my dividend in Whitbread PLC shares

The DRIP uses your cash dividend payment to buy more shares in Whitbread PLC ('the Company') through a special dealing arrangement. You will be charged a dealing commission of 0.75% of the purchase price of the shares with a minimum charge of £2.50. This excludes Stamp Duty Reserve Tax at 0.5% of the deal value, if applicable. The DRIP is provided by Capita IRG Trustees Limited ('CIRGT'). Please read the enclosed Terms and Conditions for full details and tick the box below if you wish to participate.

Due to the minimum charge, the service may not be cost effective for all participants. This is not a recommendation to purchase shares and, if you are in any doubt as to what action you should take, you should consult an appropriately qualified professional adviser.

All shareholders must sign this Application Form if any of the options have been selected.

I want to join the DRIP. I confirm that I have read and agree to the DRIP Terms and Conditions dated April 2014. I/we acknowledge that, together with this form, the DRIP Terms and Conditions make a legally binding agreement between CIRGT ('the Plan Provider') and me/us.

### Part 2 – I want to receive my dividends as a cash payment into my account

Getting your dividend paid straight into your bank or building society account means your money will be available faster than by cheque. If you would like your dividends to be paid directly into your bank account, or need to update your bank details, please fill in the boxes below.

I want to receive my dividend as a cash payment into my account. My account details are:

Sort Code

Account Number

\*\*Bank Stamp (if applicable)

Building society roll number (if applicable)

\*\*If the holder is a corporate body, the stamp of the bank or building society is required. For personal shareholders the stamp is required where the payment is made other than to the sole or first named holder. The branch stamp is required to confirm that the signature(s) in Part 3 is that of the shareholder(s) or an authorised signatory, before returning to the registrars.

If you complete parts 1 and 2, your dividend will be used to buy more shares and your bank details will only be used if your DRIP instruction is withdrawn, cancelled or if your dividend cannot be reinvested for any reason.

### Part 3 – Sign and date this form

ALL shareholders must sign this form if any of the options above have been selected. In the case of a company, this form must be executed in accordance with Section 44 of the Companies Act 2006 or signed on its behalf by a duly authorised officer or agent. If your personal details printed above are not correct, please amend them where necessary and sign and return this form to Capita Asset Services using the contact details overleaf.

Signature:

Date:

Daytime Telephone Number:  
(only to be used in the event of a query)

For all other joint holders:

Name:

Signature:

Name:

Signature:

Name:

Signature:

Capita Asset Services is a trading name of Capita Registrars Limited and Capita IRG Trustees Limited. Share registration and associated services are provided by Capita Registrars Limited (registered in England, No. 2605568). Regulated services are provided by Capita IRG Trustees Limited (registered in England, No. 2729260), which is authorised and regulated by the Financial Conduct Authority. The registered office of each of these companies is The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU. [www.capitaassetservices.com](http://www.capitaassetservices.com)

# WHITBREAD PLC

## Your shareholder dividend form - notes

### Part 1 – I want to reinvest my dividend

The enclosed DRIP Terms and Conditions explain more about how the plan works and who is eligible to join. Please read them before you sign up.

If you join, you appoint CIRGT as your attorney. CIRGT will instruct the Company to pay your cash dividends to it for reinvestment in additional shares.

When you want to leave the plan you will need to tell CIRGT. You can do this in writing using the address below or by visiting [www.capitashareportal.com](http://www.capitashareportal.com), or you can log on to [www.whitbread-shares.com](http://www.whitbread-shares.com)

### Part 2 – I want to receive my dividends as a cash payment into my account

Cash payments into a bank or building society will usually happen on the same day as the dividend is paid.

If you complete part 2, it will not replace any instruction you give to join the DRIP. It is your responsibility to provide correct account details in part 2 and to tell Capita Asset Services if they change. If you provide, or have provided, incorrect details your dividend payment(s) may be paid into an account which may not be your own. Neither the Company nor Capita Asset Services accept any liability in such circumstances. Instructions received after a dividend is calculated will take effect from the next dividend.

### Part 3 – Sign and date this form

Shareholders MUST sign part 3 of this form if they have completed part 1 or part 2. If the shares are held jointly, ALL holders must sign. If you are signing under a Power of Attorney, you must enclose a certified copy of the Power of Attorney with your form. If you are signing on behalf of a company, you must write the capacity in which you are signing below your signature.

### Important information

If the form is unclear, incomplete or unsigned, or the form is invalid in any other way and Capita Asset Services cannot use previous instructions which you have given them, you will receive your dividend payments by cheque.

If your dividend instruction is received later than 5:30pm (UK time) on the DRIP election date specified in the DRIP Terms and Conditions for the relevant dividend, then this request will not be put into effect until the following dividend.

This form is only for use by the person(s) named overleaf. It is not transferable between shareholders or accounts with different Investor Codes.

Capita Asset Services do not accept any liability for instructions which are not received or that do not comply with these conditions and are not responsible for any delays or errors made by third parties in the processing of payments made by cheque or bank transfer.

### Please return this form to:

Capita Asset Services  
34 Beckenham Road  
Beckenham  
Kent  
BR3 4TU

If you have any questions please contact Capita Asset Services using the telephone details below.

### Use of information for marketing

Capita Asset Services may share your information with other parts of Capita plc so that you may be informed about any Capita plc products or services which might be of interest to you. Please tick if you wish to be contacted for marketing purposes by post, telephone, fax, SMS, email or other electronic means:

If you have any questions about the DRIP, please call the DRIP helpline on:

**0871 664 0381**

Calls to this number cost 10p per minute plus any network extras; lines are open from 09:00–17:30 Monday to Friday.

or if calling from overseas: **+44 20 8639 3402**

Email: [shares@capita.co.uk](mailto:shares@capita.co.uk)

or log on to [www.capitashareportal.com](http://www.capitashareportal.com)

If you have any questions about having your dividends paid directly into your bank account or would like to amend any of your personal details, please call the registrar helpline on:

**0844 855 2327**

or if calling from overseas: **+44 20 8639 3400**

Email: [whitbread@capita.co.uk](mailto:whitbread@capita.co.uk)

or log on to [www.whitbread-shares.com](http://www.whitbread-shares.com)

or [www.capitaassetservices.com](http://www.capitaassetservices.com)

# WHITBREAD PLC

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

The Whitbread PLC AGM will be held at Church House Conference Centre, Dean's Yard, Westminster, London SW1P 3NZ at 2.00pm on Tuesday 17 June 2014.

- 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 attend, speak and vote on their behalf at the meeting. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided (see reverse). If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box 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. 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 'Abstain' option is provided to enable a shareholder to abstain on any particular resolution. It should be noted that an abstention is not a vote in law and will not be counted in the calculation of the proportion of votes 'For' or 'Against' a resolution.
- 4 This Form of Proxy is for registered shareholders and must reach the Company's registrars not later than 2.00pm on Friday 13 June 2014 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 preclude a shareholder from attending the meeting and voting in person.
- 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 in the enclosed envelope (no stamp required). Overseas shareholders should return their completed Form of Proxy to Capita Asset Services, Whitbread Share Register, 34 Beckenham Road, Beckenham, Kent BR3 4TU, UK.
- 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](http://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 2.00pm on Friday 13 June 2014 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.