

WHITBREAD PLC

(INCORPORATED AND REGISTERED
IN ENGLAND AND WALES UNDER NUMBER 4120344)

Barcode
Investor Code
Event Code
Number of shares
proxy appointed over

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

Form of proxy

Annual General Meeting of Whitbread PLC convened for 17 June 2021

IMPORTANT NOTICE: In light of the UK Government's current guidance and restrictions on public gatherings in relation to the COVID-19 pandemic, currently, it will not be possible for shareholders or proxies other than the Chairman of the meeting to attend the AGM in person. The AGM will be held as a combined physical and electronic meeting via an online platform, which will allow for live voting on all resolutions. **You are therefore strongly encouraged to either vote on the day or in advance of the AGM by appointing the Chairman of the meeting as your proxy.** This will ensure that your vote will be counted. Appointment of any person other than the Chairman of the meeting require you to follow a further administrative process to ensure that the proxy has access to the online meeting. Further details can be found on page 3 of the Notice of Meeting. Further details on participating in the AGM via the online platform or telephone line, and voting live during the meeting can be found on pages 2-3 of the Notice of Meeting.

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 Thursday 17 June 2021 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 1 overleaf and tick here.

Ordinary resolutions

- 1 To receive the Annual Report and Accounts for the year ended 25 February 2021
- 2 To approve the Annual Report on Remuneration
- 3 To elect Kal Atwal as a director
- 4 To elect Fumbi Chima as a director
- 5 To re-elect David Atkins as a director
- 6 To re-elect Horst Baier as a director
- 7 To re-elect Alison Brittain as a director
- 8 To re-elect Nicholas Cadbury as a director
- 9 To re-elect Adam Crozier as a director
- 10 To re-elect Frank Fiskers as a director
- 11 To re-elect Richard Gillingwater as a director
- 12 To re-elect Chris Kennedy as a director
- 13 To re-elect Louise Smalley as a director
- 14 To reappoint Deloitte LLP as the auditor
- 15 To authorise the Board, through the Audit Committee, to set the auditor's remuneration
- 16 To authorise the Company to make political donations
- 17 To authorise the Board to allot shares
- 18 To approve the Whitbread 2021 Sharesave Plan

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

	For	Against	Abstain
1	X	X	X
2	X	X	X
3	X	X	X
4	X	X	X
5	X	X	X
6	X	X	X
7	X	X	X
8	X	X	X
9	X	X	X
10	X	X	X
11	X	X	X
12	X	X	X
13	X	X	X
14	X	X	X
15	X	X	X
16	X	X	X
17	X	X	X
18	X	X	X
19	X	X	X
20	X	X	X
21	X	X	X
22	X	X	X

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 2.00pm on Thursday 15 June 2021.

- 1 As explained in the Notice of Meeting, the AGM will be held as a combined physical and electronic meeting via an online platform, which will allow for live voting on all resolutions. Given the UK Government's current guidance and restrictions, you are encouraged to either vote on the day or submit a proxy vote in advance of the meeting as, currently, it will not be possible for you to attend in person. **You are strongly encouraged to appoint the Chairman of the meeting as your proxy.** This will ensure your vote will be counted. Appointment of any person other than the Chairman of the meeting would require you to follow a further administrative process to ensure that the proxy has access to the online meeting. Further details can be found on page 3 of the Notice of Meeting. Further details on participating in the AGM via the online platform, telephone line, and voting live during the meeting can be found on pages 2-3 of the Notice of Meeting. To appoint more than one proxy, you may photocopy this Form of Proxy. Please indicate 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. 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.
- 2 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).
- 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 Tuesday 15 June 2021 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 electronically and voting via the online platform live at the AGM. However, as mentioned above, in light of the COVID-19 situation and in particular the UK Government's latest guidance, you should not attempt to attend the AGM in person as, unless the guidance changes, you will not be permitted entry.
- 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 2.00pm on Tuesday 15 June 2021 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 2.00pm on Tuesday 15 June 2021 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.