The Companies Act 2006

COMPANY LIMITED BY SHARES

RESOLUTION
OF
WHITBREAD PLC
COMPANY NUMBER: 04120344

Passed on 22 June 2023

At the Annual General Meeting held on 22 June 2023 the following resolutions were passed:
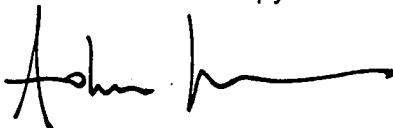
Ordinary Resolution

19. That the Board be generally and unconditionally authorised in accordance with section 551 of the Act to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company:

A. up to a nominal amount of £51,431,414 (such amount to be reduced by any allotments or grants made under paragraph (B) below in excess of such sum); and

B. comprising equity securities (as defined in the Act) up to a nominal amount of £102,862,828 (such amount to be reduced by any allotments or grants made under paragraph (A) above) in connection with a pre-emptive offer (including an offer by way of a rights issue: or open offer):

  i.   to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and

  ii. to holders of other equity securities as required by the rights of those securities or as the Board otherwise considers necessary,

and so that the Board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter,

such authority to apply until the end of next year's AGM (or, if earlier, until the close of business on 22 September 2024) but, in each case, during this period the Company may make offers and enter into agreements which would, or might,
require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after the authority ends and the Board may allot shares or grant rights to subscribe for or convert securities into shares under any such offer or agreement as if the authority had not ended.

Certified to be a true copy

A Crozier
Chairman