

REMUNERATION AND NOMINATIONS COMMITTEE CHARTER

1. PURPOSE

The Remuneration and Nominations Committee ("the Committee") is a subcommittee of the Board of Directors. The purpose of the Committee is to:

- a) Review and recommend to the Board appropriate compensation policies for Restaurant Brands;
- b) Review and make recommendations to the Board on the establishment and administration of Restaurant Brands compensation programs;
- c) Review and make recommendations to the Board on the compensation of senior executive officers and non-executive directors; and
- d) Prepare for approval by the Board any report on executive compensation that may be required by any listing rule, legislation, regulatory body, or other regulatory requirement and;
- e) Establish an annual work plan to deliver each of the above matters.
- f) Recommend remuneration packages to for the directors to shareholders.
- g) Oversee a formal and transparent method for nominating and appointing directors to the board.

2. POWERS OF THE COMMITTEE

The Committee has the ability to direct any special investigations deemed necessary and to consult independent experts where considered necessary to carry out its duties.

3. DUTIES OF THE COMMITTEE

The following are the duties of the Committee in relation to remuneration:

- a) In consultation with senior management, review and recommend to the Board for approval Restaurant Brands general approach to compensation, and oversee the development and implementation of compensation programs;
- b) Review, and recommend to the Board for approval corporate goals and objectives relevant to the compensation of the Group CEO, evaluate his or her performance in light of those goals and objectives, and recommend to the Board his or her compensation level based on this evaluation. In determining the long-term incentive component of Group CEO compensation, the Committee shall consider, among other factors, Restaurant Brands performance and relative shareholder return, the value of similar incentive awards to chief executive officers at comparable companies, the awards given to the Group CEO in past years, and any other factors that the committee determines is appropriate;
- c) Review, and recommend to the Board for approval, compensation programs applicable to Restaurant Brands' senior executives on the same basis of that for the Group CEO;

- d) Approve any statement on the Restaurant Brands remuneration policy and executive compensation disclosures that may be, required by any listing rule, legislation, regulatory body, or other regulatory requirement;
- e) Review the compensation of non-executive directors;
- f) Evaluate and recommend to the shareholders in general meeting any proposed adjustments to directors' remuneration.

The following are the duties of the Committee in relation to appointments:

- a) Having reviewed the composition of the Board and the balance of skills, qualifications, experience and background on the Board, identify and recommend for the approval of the Board, candidates to fill Board vacancies as and when they arise;
- b) Consider any nominations received for the election of directors by shareholders and make appropriate recommendations to the Board;
- c) Attend to any other matter relating to Board appointment and nomination issues put to the Committee for consideration by the Board.

4. MEETINGS

The Committee will meet at least twice annually, and more frequently if it deems necessary.

Representatives of management may be invited to attend part or all of any meeting of the Committee. The Committee may request certain parties to withdraw from any part of the meeting. No employee, including the Group CEO, should attend any meeting where his or her performance or compensation are discussed, unless specifically invited by the Committee.

A quorum for meetings shall be two independent directors.

The Committee shall ensure that minutes are kept of all meetings. The chairman of the Committee will report the Committee's recommendations and findings to the board.

5. DELEGATION TO SUBCOMMITTEE

The Committee may, in its discretion, delegate any of its duties and responsibilities to a subcommittee of the Committee.

6. REVIEW OF COMMITTEE

The Board shall undertake a regular review, at least biennially of the Committee's performance, objectives and responsibilities.

This Charter is subject to a three yearly review and the Committee may recommend to the Board any amendments to this Remuneration and Nominations Committee Charter.