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Whitbread PLC
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Results of Tender Offer
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Whitbread's £2.5 billion return of capital programme complete, with results of Tender Offer

- £2 billion to be returned to shareholders via the purchase of 40,225,261 Ordinary Shares at a strike price of 4,972 pence per share
- Successful completion of Whitbread's capital return programme with a total of £2.5 billion returned, including the Tender Offer and previous share buyback programme

Results of the Tender Offer

Whitbread PLC ("Whitbread" or the "Company") today announces the results of the Tender Offer, which was set out in a circular published by the Company on 31 May 2019 (the "Circular") and closed at 1:00 p.m. on Friday 19 July 2019.

The details of the Tender Offer are as follows:

- 40,225,261 Ordinary Shares were successfully tendered by Qualifying Shareholders and, subject to the remaining Conditions described in paragraphs 2.1(D) and 2.1(E) of Part III of the Circular being satisfied, will be purchased by Morgan Stanley on Tuesday 23 July 2019 at a price per share (referred to as the "Strike Price") of 4,972 pence per Ordinary Share, for a total cost of £2 billion;
- the number of Ordinary Shares successfully tendered represents approximately 21 per cent. of the Issued Ordinary Share Capital of the Company; and
- the Strike Price represents the Average VWAP plus an amount equal to 2 per cent. of Average VWAP (rounded down to the nearest whole penny).

As set out in the Circular, it is expected that the Tender Offer will become unconditional at 7:00 a.m. on 23 July 2019 and following the Tender Offer becoming unconditional the Company will make an announcement to that effect through a Regulatory Information Service.

The Tender Offer was oversubscribed and the aggregate value of the Ordinary Shares validly tendered by Shareholders at a price below or at the Strike Price (or as Strike Price Tenders) exceeded £2 billion. In line with the procedures set out in the Circular, as the aggregate number of all Ordinary Shares validly tendered by Shareholders at or below the Strike Price exceeds £2 billion, tenders will be accepted as follows:

- all Ordinary Shares validly tendered at a price below the Strike Price or tendered as a Strike Price Tender will be accepted and purchased in full;
- Ordinary Shares validly tendered at the Strike Price of Average VWAP plus 2 percent will be scaled down such that the total cost of Ordinary Shares purchases pursuant to the Tender Offer does not exceed £2 billion. This will mean that approximately 66.8% of Ordinary Shares validly tendered at the Average VWAP plus 2 per cent will be accepted and purchased; and
- all Ordinary Shares tendered at a price higher than the Strike Price, being the Average VWAP plus 3 per cent and Average VWAP plus 4 per cent, will be rejected and will not be purchased in the Tender Offer.

Further information on the scaling down arrangement that apply is contained at paragraphs 2.16 and 2.19 of Part III of the Circular. Shareholders will be notified in due course about the level of their shareholdings in the Company, following the Tender Offer.

It is anticipated that the proceeds payable to Qualifying Shareholders for certificated Ordinary Shares purchased under the Tender Offer will be despatched as a cheque or, where applicable, made as a Bacs payment on 30 July 2019. It is anticipated that the proceeds payable to Qualifying Shareholders who hold uncertificated Ordinary Shares will be credited to their CREST accounts on 30 July 2019.

Capital return programme completed

Whitbread has previously announced its plans to return £2.5 billion surplus capital to shareholders, unless more value creating alternatives arose. The first phase was a share buyback programme conducted from 17 January 2019 to 10 May 2019. This first phase completed with a total of £482 million of Ordinary Shares repurchased.

The second phase is the Tender Offer, which will result in £2 billion of Ordinary Shares being repurchased. This means the total returned to date is £2.5 billion and, therefore, the Company is not planning any further returns of capital.

For more information please contact:

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IMPORTANT NOTICE

This announcement does not constitute or form part of an offer or invitation, or a solicitation of any offer or invitation, to purchase any Ordinary Shares or other securities.

The full terms and conditions of the Tender Offer are set out in the Circular.

J.P. Morgan Securities plc (which conducts its UK investment banking activities as J.P. Morgan Cazenove) ("**J.P. Morgan Cazenove**"), which is authorised by the Prudential Regulation Authority and regulated by the Financial Conduct Authority and the Prudential Regulation Authority in the United Kingdom, is acting as financial adviser and corporate broker exclusively for Whitbread and for no-one else in connection with the Return of Value and will not be responsible to any person other than Whitbread for providing the protections afforded to clients of J.P. Morgan Cazenove or for providing advice in relation to the matters described in this announcement.

Morgan Stanley & Co. International plc ("**Morgan Stanley**"), which is authorised by the Prudential Regulation Authority and regulated by the Financial Conduct Authority and the Prudential Regulation Authority in the United Kingdom, is acting as financial adviser and corporate broker exclusively for Whitbread and for no-one else in connection with the Return of Value and will not be responsible to any person other than Whitbread for providing the protections afforded to clients of Morgan Stanley or for providing advice in relation to the matters described in this announcement.

Apart from the responsibilities and liabilities, if any, which may be imposed on J.P. Morgan Cazenove and Morgan Stanley (the "**Financial Advisers**") under FSMA or the regulatory regime established thereunder: (i) none of the Financial Advisers or any persons associated or affiliated with either of them accepts any responsibility whatsoever or makes any warranty or representation, express or implied, in relation to the contents of this announcement, including its accuracy, completeness or verification or for any other statement made or purported to be made by, or on behalf of it, Whitbread or the Directors, in connection with Whitbread and/or the Tender Offer; and (ii) each of the Financial Advisers accordingly disclaims, to the fullest extent permitted by law, all and any liability whatsoever, whether arising in tort, contract or otherwise (save as referred to above) which they might otherwise be found to have in respect of this announcement or any such statement.

Cautionary statement regarding forward-looking statements

This announcement includes statements that are, or may be deemed to be, forward-looking statements. These forward-looking statements can be identified by the use of forward-looking terminology, including the terms anticipates, believes, could, estimates, expects, intends, may, plans, projects, should or will, or, in each case, their negative or other variations or comparable terminology, or by discussions of strategy, plans, objectives, goals, future events or intentions. By their nature, forward-looking statements involve risk and uncertainty because they relate to future events and circumstances. Forward-looking statements may, and often do, differ materially from actual results. Any forward-looking statements in this announcement reflect Whitbread's current view with respect to future events and are subject to risks relating to future events and other risks, uncertainties and assumptions relating to the Group and its operations, results of operations and growth strategy. Other than in accordance with its legal or regulatory obligations (including under the Listing Rules, the Disclosure Guidance and Transparency Rules, the Market Abuse Regulation and the rules of the London Stock Exchange), Whitbread is not under any obligation and Whitbread expressly disclaims any intention or obligation (to the maximum extent permitted by law) to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

DEFINITIONS

The following definitions apply throughout this announcement unless the context requires otherwise:

Average VWAP	the arithmetic average of the Daily VWAPs for the Trading Days comprising the Relevant Trading Period, as determined by Morgan Stanley (acting reasonably and on the basis of industry standard metrics and information);
Bacs payment	payment by means of the electronic payment system operated by Bacs Payment Schemes Limited;
Board or **Directors**	the board of directors of Whitbread;
certificated or in certificated form	recorded on the Register as being held in certificated form (that is, not in CREST);
Company or Whitbread	Whitbread PLC, a public limited company incorporated in England and Wales with registered number 04120344, whose registered office is at Whitbread Court, Houghton Hall Business Park, Porz Avenue, Dunstable, Bedfordshire LU5 5XE;
CREST	the paperless settlement procedure operated by Euroclear enabling system securities to be evidenced otherwise than by certificates and transferred otherwise than by written instrument;
Daily VWAP	the daily volume-weighted average price per Ordinary Share for a particular Trading Day as derived from the trading in the Ordinary Shares on the Main Market on the relevant Trading Day and taken from Bloomberg page VWAP (or such other Bloomberg page that may replace it from time to time) with Custom Condition Codes referencing all electronically matched trades automatically executed on the Main Market, including all trades executed during the opening and closing auctions on the Main Market but excluding any off-order book transactions (and where any such matters require the exercise of discretion, such discretion shall be exercised by Morgan Stanley (acting reasonably and on the basis of industry standard metrics and available information));
Disclosure Guidance and Transparency Rules	the disclosure guidance and transparency rules made under Part VI of FSMA (and contained in the FCA's publication of the same name), as amended from time to time;
Euroclear	Euroclear UK & Ireland Limited, the operator of CREST;
FCA or Financial Conduct Authority	the Financial Conduct Authority of the United Kingdom;
Financial Advisers	J.P. Morgan Cazenove and Morgan Stanley together;
FSMA	Financial Services and Markets Act 2000, as amended from time to time;
Group	Whitbread together with its subsidiaries and subsidiary undertakings;

Issued Ordinary Share Capital	the Company's issued ordinary share capital, excluding any treasury shares and excluding, for the avoidance of doubt, the B Shares (as defined in the articles of association of the Company) and C Shares (as defined in the articles of association of the Company);
J.P. Morgan Cazenove	J.P. Morgan Securities plc (which conducts its UK investment banking activities as J.P. Morgan Cazenove);
Listing Rules	the listing rules made under Part VI of FSMA (and contained in the FCA's publication of the same name), as amended from time to time;
London Stock Exchange	London Stock Exchange plc;
Main Market	the main market for listed securities maintained by the London Stock Exchange;
Market Abuse Regulation	Regulation (EU) No. 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse;
Minimum Price	an amount (in pence per Ordinary Share) equal to Average VWAP (rounded down to the nearest whole penny);
Morgan Stanley	Morgan Stanley & Co. International plc;
Ordinary Shares	ordinary shares with a nominal value of 76 122/153 pence each in the capital of Whitbread (or, where the context requires, with such other nominal value as an ordinary share in the Company may have following any Share Consolidation);
Price Cap	£50.00 per Ordinary Share;
Qualifying Shareholders	Shareholders other than those with a registered address in any of the Restricted Jurisdictions;
Regulatory Information Service	one of the regulatory information services authorised by the FCA to receive, process and disseminate regulatory information from listed companies;
Restricted Jurisdictions	Australia and New Zealand;
Shareholders	holders of Ordinary Shares from time to time;
Strike Price	the per share price at which Morgan Stanley will purchase Ordinary Shares pursuant to the Tender Offer, which will be determined in accordance with the provisions set out in the Circular and which in any event shall not exceed the Price Cap;
Strike Price Tender	a tender of Ordinary Shares at the Strike Price rather than at a specific price within the Price Range;
subsidiary	has the meaning given to that term in section 1159 of the Companies Act 2006;
subsidiary undertaking	has the meaning given to that term in section 1162 of the Companies Act 2006;
Trading Day	any day on which the Main Market is ordinarily scheduled to open for trading during normal market hours;
UK or United Kingdom	the United Kingdom of Great Britain and Northern Ireland;
uncertificated or in uncertificated form	recorded on the Register as being held in uncertificated form in CREST and title to which, by virtue of the CREST Regulations, may be transferred by means of CREST; and
VWAP	volume-weighted average price.

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