

NOMINATION COMMITTEE REPORT

“It has been a busy year for the Nomination Committee with both my appointment as Chair of the Company and the appointment of Jonathan Howell as Audit Committee Chair.”

Christine Hodgson
Chair, Nomination Committee



Membership of the Nomination Committee and meeting attendance

Name of director	Attendance at meetings
Christine Hodgson (Chair) ¹	2/2
Jonathan Howell ²	1/1
Kal Atwal	4/4
Horst Baier	4/4
Frank Fiskers	4/4
Richard Gillingwater	4/4
Karen Jones	4/4
Shelley Roberts	4/4
Cilla Snowball	4/4

¹ Christine Hodgson was appointed to the Board on 1 September 2025.

² Jonathan Howell was appointed to the Board on 1 January 2026.

Role of the Committee

The role of the Nomination Committee is to review the composition of the Board and Executive Committee. The Committee is also responsible for evaluating the directors on an annual basis, striving for a balance of skills, knowledge, independence, experience and diverse representation to allow it to operate effectively. The Committee also carries out succession planning for senior management.

Responsibilities of the Committee

The Committee has specific responsibilities on behalf of the Board and these are detailed below:

- to regularly review the structure, size and composition of the Board (including the balance of skills, independence and diversity, including gender), and to make recommendations to the Board;
- to consider succession planning for the Board and senior management, oversee the development of a diverse pipeline for succession and determine the skills and experience required for future Board appointments;
- to identify and nominate, for the approval of the Board, candidates to fill Board vacancies as and when they arise;
- to evaluate the balance of skills, knowledge, experience and diversity required prior to recommending an appointment to the Board and, on the basis of this evaluation, to prepare a role description outlining the capabilities required for a particular appointment;
- to keep the leadership needs of the Company under review, for both executive and non-executive directors;

- to review the time commitment required from non-executive directors and to ensure that a performance evaluation is undertaken to determine if non-executive directors are spending sufficient time to fulfil their duties; and
- to review the results of the annual Board evaluation that relate to the composition of the Board.

Board training during the year

Throughout the year, various members of the Board attended training sessions across a wide range of topics to hone their skills and expertise and keep abreast of changing market conditions. Key themes of these sessions were:

- Cyber Security
- Corporate Governance
- Diversity and Inclusion
- AI training
- ESG and Sustainability training

Board Diversity and Inclusion policy

The Board Diversity and Inclusion policy was updated in March 2024 to align with the latest FCA targets and also business best practice.

This policy is applicable to the PLC Board and its committees but sits alongside the our Code of Conduct and our Diversity and Inclusion policy, which set out Whitbread's broader commitment to diversity and inclusion. The entire policy can be found on the Whitbread website.

Time commitment of non-executive directors

On behalf of the Board, the Nomination Committee has reviewed the extent of other interests of the non-executive directors. As a result, the Board is satisfied that the Chair and each of the non-executive directors continue to commit sufficient time to their duties and fulfil their obligations to the Company. No executive director has taken on more than one other non-executive directorship in a FTSE 100 company.

Matters considered by the Nomination Committee during the year

Every year, the Committee considers the following matters:

- talent review;
- Board succession planning;
- composition of the Board; and
- Board skills matrix.

Talent review

The Nomination Committee reviews talent regularly. As part of this work, the Committee reviews the long-term succession plan for the Executive Committee and its direct reports. The Committee recognises the importance of reviewing the internal succession strength and ensuring robust emergency and medium-term succession plans are in place. We also value deep dive talent reviews into the critical capabilities of the Executive Committee and senior leadership team. This review includes both the UK and Germany.

Chair of the Board and Audit Committee Chair succession processes

Background

As part of the Company's continued focus on strong governance and long-term Board planning, the Nomination Committee commenced a formal process to identify successors for both the Chair of the Board and the Chair of the Audit Committee. This work formed part of the Committee's ongoing assessment of Board composition, future leadership needs, and the evolving strategic and operational environment in which the Company operates.

The Senior Independent Director (SID) led the process for the Chair succession. After consideration of several firms, Russell Reynolds Associates (RR), an experienced executive search adviser, was proposed by the SID and subsequently appointed by the Committee. RR was selected on the basis of its independence, its strong track record in board-level appointments, and its adherence to the Voluntary Code of Conduct for Executive Search Firms. RR do not have any other connection with the company or individual directors other than in their capacity as external search consultants.

Board discussion and approach

Following RR's appointment, the SID worked with executive and non-executive directors to articulate desired future Chair responsibilities and qualities. Early discussions emphasised a preference for deep experience in large-scale transformation, delivery of sustained growth and familiarity with complex, multi-site employer environments. RR conducted 1:1 consultations with each Board member to ensure a robust understanding of both the strategic leadership attributes and the cultural characteristics required of the next Chair.

RR was also appointed to undertake the second search for a new Audit Committee Chair in early 2025, with an initial candidate pool focused on acting and recently retired CFOs with experience in large listed organisations. Horst Baier agreed to act as interim Audit Committee Chair while the formal search process progressed.

Succession processes

Details of the process in relation to my own appointment can be found below.

Chair of the Board

Over the course of 2024 and early 2025, the Committee received regular updates from RR on the longlist and, subsequently, the shortlist of candidates. The longlist emerged from a combination of external market mapping and stakeholder input following Board member interviews. RR presented several candidates with significant leadership credentials in relevant industries. A staged interview format – initially with the SID, followed by a designated group of non-executive directors (NEDs) and finally the wider Board – provided multiple touchpoints to assess leadership style, cultural alignment and strategic capability.

Following the completion of all interview rounds and Committee discussions, Christine Hodgson emerged as the preferred candidate. The Committee concluded that Christine's experience leading high-growth, technology-enabled and operationally complex businesses, combined with her significant board level and FTSE chairing experience, made her the ideal successor. The Committee provided its recommendation to the Board in April 2025, with a formal announcement published on 27 May 2025 confirming her appointment as Chair effective 1 September 2025.

Audit Committee Chair

The Audit Committee Chair succession process progressed alongside the later

stages of the Chair search. Following longlist reviews and initial screening, RR presented a shortlist to a group of NEDs in early 2025. Each shortlisted candidate met with multiple Board members to allow a thorough assessment of their financial oversight experience, risk management acumen, and ability to contribute effectively to the wider Board agenda. They also met with the prospective Chair to ensure a good fit.

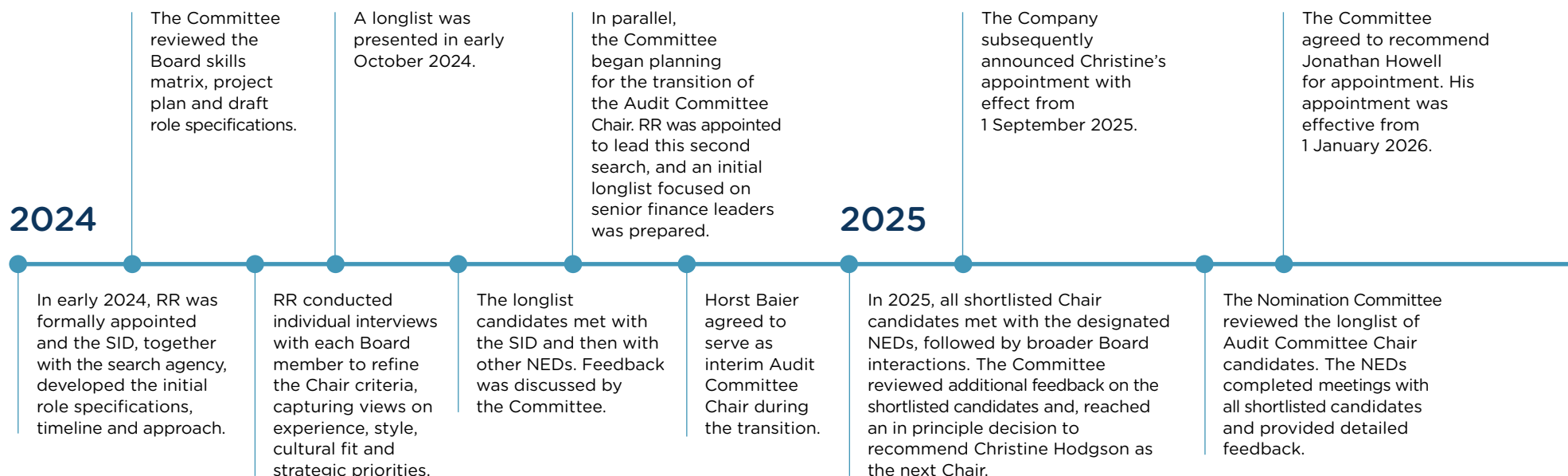
After these meetings and a comprehensive discussion of feedback, Jonathan Howell was identified as the leading candidate. The Committee agreed to recommend him for appointment and this recommendation was accepted by the Board. A formal RNS announcement published on 15 September 2025 confirmed Jonathan Howell's appointment as Audit Committee Chair effective 1 January 2026, with Horst Baier remaining on the Committee and concluding his interim chairship at year-end.

The Nomination Committee is satisfied that both succession processes were conducted with the appropriate level of rigour, independence and transparency. The appointments of Christine Hodgson and Jonathan Howell will support strong governance and continuity while enhancing the Board's depth of experience and strategic capability.

Richard Gillingwater
Senior Independent director

NOMINATION COMMITTEE REPORT CONTINUED

Timeline of Key Activities



Director induction

All Directors receive a comprehensive induction programme. This is tailored through discussion with the Chair, Senior Independent Director in the case of a Chair appointment, and the Company Secretary and considers existing expertise and any prospective Board or Board Committee roles.

The induction programme for Christine Hodgson and Jonathan Howell comprised a balance of knowledge-based sessions with internal functions and external advisers, supplemented by operational site visits and meetings with key stakeholders. The programme ensured a rounded understanding of Whitbread's business model, governance structure, culture and key strategic priorities.

Meetings were sequenced to provide early exposure to Board governance, commercial performance, technology, people, operations, and financial oversight, followed by deeper dives with internal and external advisers. For both new directors, additional sessions with brokers and external advisers were incorporated as required.



Christine Hodgson – Induction overview

Christine’s induction programme brought together core areas of the business and governance environment she oversees as Chair. Sessions spanned strategy, operations, people, finance, governance, technology and external advisory input, delivered through structured meetings with Executive Committee members, non-executive directors, external advisers and major shareholders. In addition, Christine also received a comprehensive handover from Adam Crozier and observed the Board meeting and AGM in June 2025.

Christine also met with senior leaders within the business across various functions such as Risk, Internal Audit, Secretariat, Finance, Property, etc.

1. Strategy, property, international and M&A

- Property strategy, international business, supply chain, Middle East footprint, and M&A
- Strategic advisory discussions, long-term commercial thinking
- Premier Inn Germany strategy, market landscape, financial performance

2. Governance, legal, risk and regulatory

- Legal and regulatory matters, external legal advisers, audit interface
- Remuneration Committee and Audit Committee introductions

3. Finance, investor relations and external market engagement

- Our key metrics – to build understanding of business performance
- Bid defence, valuation, market positioning
- Investor relations, major shareholders, capital markets engagement

4. Operations, technology and transformation

- Hotel operations, culture, tech-enabled change, operational efficiencies
- Technology strategy, operating model, cyber security

5. People, culture and safety

- People strategy, remuneration, succession planning
- Health and safety, major risk areas, WINcard reporting

6. Secretariat and insurance

- Company Secretariat, governance processes, insurance arrangements

“I am delighted that the search for the Chair of Whitbread has resulted in Christine’s appointment. Christine’s experience working with high-profile consumer and technology businesses will be hugely valuable over the coming years.”

Richard Gillingwater
Senior Independent director

NOMINATION COMMITTEE REPORT CONTINUED

Director induction continued


**Jonathan Howell –
Induction overview**

Jonathan's induction reflects his responsibilities as incoming Audit Committee Chair, with emphasis on finance, audit, risk, governance, operations, technology, safety and external advisory relationships.

**1. Finance, treasury, accounting
and investor relations**

- Group finance, treasury, accounting framework
- Investor relations overview

**2. Audit, internal control,
risk and governance**

- Internal audit and risk management
- Governance, Board processes, legal overview, Secretariat and insurance
- Interactions with NEDs and Audit/Remuneration Committee Chair
- Whistleblowing

**3. Commercial, strategic
and market orientation**

- Commercial strategy, performance, long term planning
- Germany business overview (market, performance, strategy)

**4. Operations, technology
and transformation**

- Hotel operations and culture, digital operational transformation
- Technology, data, cyber security
- Group transformation agenda, future success enablers

**5. Property, international
and supply chain**

- Property strategy, supply chain, M&A

6. People and safety

- People strategy, remuneration, talent
- Safety and security, risk areas, oversight mechanisms

7. External advisers

- Market advisory, valuation, audit interface

“Jonathan is a great addition to the Board. His international outlook and experience in technology and data-led businesses are of great benefit to Whitbread as we continue to deliver on our key strategic priorities and Five-Year Plan.”

Christine Hodgson
Chair

Christine Hodgson
Chair, Nomination Committee
29 April 2026