

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent professional adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or transferred, or sell or transfer prior to 4.30 p.m. on 9 July 2008, your entire holding of C Shares in Whitbread, please send this document but not the personalised Form of Purchase as soon as possible to the purchaser or transferee of those shares or to the stockbroker, bank or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee. However, this document should not be forwarded or transmitted in or into any jurisdiction in which such an act would constitute a violation of the relevant laws of such jurisdiction.

Whitbread PLC

(Registered in England and Wales No. 04120344)

Whitbread Court
Houghton Hall Business Park
Port Avenue
Dunstable
Bedfordshire
LU5 5XE

12 June 2008

Dear C Shareholder,

Our records show that you hold C Shares, issued as part of our return of cash in January 2007. I am writing to inform you that it is intended that a further Purchase Offer will be made by Deutsche Bank on 14 July 2008 (the "**Purchase Offer**"), certain terms of which are set out overleaf. This letter and the attached form of purchase (the "**Form of Purchase**") should be read in conjunction with the circular relating to the return of cash sent to Shareholders dated 24 November 2006 (the "**Circular**"). Unless the context requires, or terms are otherwise defined herein, the definitions used in the Circular apply to this letter and the Form of Purchase. A copy of the Circular is available on the Company's website at www.whitbread.co.uk/investors/agm.cfm.

Under the terms of the Purchase Offer, for every C Share purchased you will receive 162.6 pence. The terms of the Purchase Offer are overleaf.

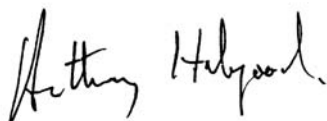
If your C Shares are in certificated form and you wish to accept the Purchase Offer for some or all of your C Shares, you should complete the attached Form of Purchase for the number of C Shares you wish to be purchased. Once completed, signed and witnessed, the Form of Purchase should be returned with your C Share certificate(s) in the reply-paid envelope provided. No stamps will be needed if posted in the UK. To be valid, Forms of Purchase must be received by Capita Registrars (a trading name of Capita Registrars Limited) ("**Capita Registrars**") by 4.30 p.m. on 9 July 2008. If you do not use the envelope provided the Form of Purchase should be sent to Capita Registrars, Corporate Actions, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU (postage will be payable). Holders of C Shares in CREST who wish to elect to have them purchased should follow the procedure overleaf.

Upon completion of the Purchase Offer, it is expected that, for C Shares held in certificated form, a cheque will be sent to you on or about 17 July 2008 for 162.6 pence per C Share purchased. If you hold some or all of your C Shares in uncertificated form (that is in CREST), it is expected that the sum of 162.6 pence per C Share purchased will be credited to your CREST account upon the completion of the Purchase Offer (on or about 17 July 2008).

Following Whitbread's annual general meeting on Tuesday 17 June 2008, Whitbread will have the power (following the Purchase Offer) to convert any outstanding C Shares into Ordinary Shares although there is no current intention to use this power. **If you do not accept the Purchase Offer by returning the attached Form of Purchase by 4.30 p.m. on 9 July 2008, you will not receive 162.6 pence per C Share that you hold and it may be difficult to realise the value of your C Shares in the future. There will be no further purchase offer for your C Shares.**

If you need assistance in completing the Form of Purchase, or have any queries relating to it, you should telephone the shareholder helpline on **0871 664 0321** from within the UK (or **+44 20 8639 3399** if calling from outside the UK) between 9.00 a.m. and 5.00 p.m. (London time) Monday to Friday (except UK public holidays). Calls to the 0871 664 0321 number cost 10 pence per minute (including VAT) plus your service provider's network extras. Calls to the helpline from outside the UK will be charged at applicable international rates. Different charges may apply to calls from mobile telephones and calls may be recorded and randomly monitored for security and training purposes. The helpline cannot provide advice on the merits of the Purchase Offer nor give any financial, legal or tax advice.

Yours sincerely,



Anthony Habgood
Chairman

Terms of the Purchase Offer

The following terms will apply to the Purchase Offer:

- i) no contract with Deutsche Bank will arise in relation to the sale and purchase of any C Shares, or under which Deutsche Bank may (subject to conditions or otherwise) become entitled or obliged to purchase any C Shares, until Deutsche Bank makes the Purchase Offer, which is expected to be by way of announcement through the Regulatory News Service of the London Stock Exchange on 14 July 2008;
- ii) the Form of Purchase and all contracts resulting therefrom will be governed by and construed in accordance with English law. Execution by or on behalf of a Shareholder of a Form of Purchase constitutes their submission, in relation to all matters arising out of or in connection with such form and the exercise of the powers of the agent elected thereunder, to the exclusive jurisdiction of the English courts;
- iii) upon the execution of the Form of Purchase the Shareholder represents and warrants that he or she has full power and authority to tender, sell, assign and transfer the C Shares in relation to which the Purchase Offer is accepted pursuant to the Form of Purchase and that when such C Shares are accepted for purchase by Deutsche Bank, Deutsche Bank will acquire such C Shares free and clear from all liens, charges, restrictions, claims, equitable interests and encumbrances. In addition, by execution of the Form of Purchase the Shareholder: (i) agrees that he or she will do all other things and execute any additional documents which may be necessary or, in the opinion of Deutsche Bank, desirable to effect the purchase of the C Shares in relation to which the Purchase Offer is accepted pursuant to the Form of Purchase by Deutsche Bank and/or to perfect any of the authorities expressed to be given under the Form of Purchase; and (ii) acknowledges that Deutsche Bank shall not have any liability whatsoever to such Shareholder in respect of acts done or omitted to be done by it on behalf of such Shareholder in connection with the instructions given to it by such Shareholder pursuant to the Form of Purchase or otherwise in relation to the Purchase Offer;
- iv) no authority conferred by or agreed to by execution of the Form of Purchase shall be affected by, and all such authority shall survive, the death or incapacity of the Shareholder executing such form. All obligations of such Shareholder shall be binding upon the heirs, personal representatives, successors and assigns of such Shareholder. By completing the Form of Purchase in respect of the Purchase Offer, Shareholders appoint any Director(s) to act as their agent with authority to accept the Purchase Offer and to take all such actions and execute all such documents as may be required by Deutsche Bank to give effect to the Purchase Offer; and
- v) Deutsche Bank may assign to the Company any covenants, representations and warranties in respect of the C Shares purchased by Deutsche Bank.

Non-United Kingdom Shareholders

The distribution of this document in certain jurisdictions may be restricted by law. Persons into whose possession this document comes should inform themselves about and observe any such restrictions. Neither this document nor any other document issued or to be issued by or on behalf of the Company in connection with the Purchase Offer constitutes an invitation, offer or other action on the part of the Company in any jurisdiction in which such invitation, offer or other action is unlawful.

The Purchase Offer is not being offered in the United States, Australia, Canada, Japan and the Republic of South Africa and Shareholders in these territories may not elect for the Purchase Offer. Any purported election by a Shareholder in any of these territories for the Purchase Offer will be deemed by the Company to be invalid in respect of the entirety of that Shareholder's C Shares.

Each Shareholder who is not resident in the United Kingdom or who is a citizen, resident or national of other countries by whom, or on whose behalf, a Form of Purchase is executed, irrevocably represents, warrants, undertakes and agrees to and with the Company and Deutsche Bank that such Shareholder has observed the laws of all relevant territories, obtained any requisite governmental or other consents, complied with all requisite formalities and paid any issue, transfer or other taxes due from such Shareholder in connection with any receipt or transfer of C Shares in any territory and such Shareholder has not taken or omitted to take any action which may result in the Company, Deutsche Bank or any other persons acting in breach of the legal or regulatory requirements of any territory in connection with the Purchase Offer.

The above provisions of this paragraph relating to overseas Shareholders may be waived, varied or modified as regards specific Shareholders or on a general basis by the Company in its absolute discretion.

CREST instructions for holders of C Shares

Holders of C Shares in CREST who wish to elect to have them purchased should use the following procedure. The prescribed form of purchase is an Unmatched Stock Event (USE) instruction which, on its settlement, will have the effect of crediting a stock account of Capita Registrars under the participant ID and member account ID specified below, with the number of C Shares to be purchased.

The USE instruction must be properly authenticated in accordance with Euroclear UK & Ireland Limited's ("**Euroclear's**") specifications and must contain, in addition to the other information that is required for settlement in CREST, the following details:

- the number of C Shares to be purchased;
- the participant ID of the holder of the C Shares;
- the member account ID of the holder of the C Shares from which C Shares are to be debited;
- the participant ID of Capita Registrars (RA10);
- the member account ID of Capita Registrars (WBCSHPUR);
- the ISIN of the C Shares (GB00B1HPYH93);
- the Intended Settlement Date, that must be on or before 4.30 p.m. on 9 July 2008;
- the corporate action number, which is allocated by Euroclear and can be found by viewing the relevant corporate action details in CREST; and
- input with standard delivery instruction priority of 80.

For an uncertificated election to be valid, the USE instruction must comply with the requirements as to authentication and contents set out above and must settle on or before 4.30 p.m. on 9 July 2008.

CREST members and (where applicable) their CREST sponsors should note that the last time at which a USE instruction may settle is 4.30 p.m. on 9 July 2008.

Under the terms of the Purchase Offer, for every C Share purchased you will receive 162.6 pence.

Upon completion of the Purchase Offer, it is expected that 162.6 pence per C Share will be credited to your CREST account on or about 17 July 2008.

Completing the Form of Purchase

Shareholders not wishing to have their C Shares purchased should NOT complete or return the Form of Purchase. However, please note that there will be no further purchase offer for your C Shares and failure to accept this offer may result in you not realising the value of those shares.

The following instructions set out what you need to do to inform the Company of your acceptance of the Purchase Offer, to have some or all of your C Shares purchased. Details of the return of cash were explained in the Circular dated 24 November 2006 and you should base any choice on the information contained therein.

References to Boxes refer to the boxes indicated on the Form of Purchase overleaf.

- a) Box 1 shows the name of the shareholder, or names of joint shareholders, of C Shares for which a purchase is being offered.
- b) Box 2 shows the number of C Shares held as at 10 June 2008. If you do not buy, sell or transfer any C Shares before 9 July 2008, then this number will also be the number of C Shares that you will hold at the date of the purchase of the C Shares and may make a decision about. If you do buy, sell or transfer any C Shares you should take care to ensure that your acceptance is in respect of no more than the number of C Shares that would be registered in your name on 9 July 2008.

To accept the Purchase Offer

- c) To accept the Purchase Offer for all of your C Shares, enter the word 'ALL' in Box 3.
- d) To accept the Purchase Offer for some of your C Shares, enter (in numbers) the number of your C Shares you wish to be purchased in Box 3.
- e) When the Form of Purchase is completed the sole shareholder, or all joint shareholders, must sign the Form of Purchase (in Box 4) and these signatures need to be witnessed (the witness must be over 18 years of age and cannot be the shareholder or one of the joint shareholders, although one person could separately witness the signature of all joint shareholders).

Default positions where Forms of Purchase are incorrectly completed

- f) If a number greater than your entire holding of C Shares is entered in Box 3 and you have signed Box 4, you will be deemed to have accepted the Purchase Offer in respect of your entire holding of C Shares.
- g) If Box 3 is left blank and you have signed Box 4, you will be deemed to have accepted the Purchase Offer in respect of your entire holding of C Shares.
- h) If the signature(s) in Box 4 is/are missing or is/are not witnessed, you will be deemed not to have accepted the Purchase Offer.
- i) Subject to (g) above, any Form of Purchase received by 4.30 p.m. on 9 July 2008 that is not complete in all respects will be deemed not to have accepted the Purchase Offer.

Submitting your acceptance

- j) Once completed, signed and witnessed, the Form of Purchase should be returned along with your C Share certificate(s) in the reply-paid envelope provided. No stamps will be needed if posted in the UK. To be valid, the Form of Purchase must be received by 4.30 p.m. on 9 July 2008. If you do not use the envelope provided, the Form of Purchase should be sent to Capita Registrars, Corporate Actions, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU (postage will be payable).

Queries regarding the Purchase Offer

- k) If you need assistance in completing the Form of Purchase, or have any queries relating to it, you should telephone the shareholder helpline on **0871 664 0321** from within the UK (or **+44 20 8639 3399** if calling from outside the UK) between 9.00 a.m. and 5.00 p.m. (London time) Monday to Friday (except UK public holidays). Calls to the 0871 664 0321 number cost 10 pence per minute (including VAT) plus your service provider's network extras. Calls to the helpline from outside the

UK will be charged at applicable international rates. Different charges may apply to calls from mobile telephones and calls may be recorded and randomly monitored for security and training purposes. The helpline cannot provide advice on the merits of the Purchase Offer nor give any financial, legal or tax advice.

- l) **If a holder is away from home (e.g. abroad or on holiday).** Send the Form of Purchase by the quickest means (e.g. airmail) to the holder for execution or, if he has executed a power of attorney, see point (p) below.
- m) **If you have sold or otherwise transferred all of your holding of C Shares.** Send the Form of Purchase (but not if it is personalised), the accompanying letter and reply-paid envelope to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.
- n) **If the sole holder has died.** If grant of probate or letters of administration has/have been registered with Capita Registrars, the Form of Purchase must be signed by the personal representative(s) or executor(s) of the deceased holder, each in the presence of a witness (who must also sign the Form of Purchase), and returned to Capita Registrars. If grant of probate or letters of administration has/have not been registered with Capita Registrars, the personal representative(s) or executor(s) or the prospective personal representative(s) or executor(s) should sign this Form of Purchase in the presence of a witness, and submit it together with an explanatory letter stating the capacity in which they sign. However, an official copy of the grant of probate or letters of administration must be lodged with Capita Registrars before 4.30 p.m. on 9 July 2008.
- o) **If one of the joint holders has died.** The Form of Purchase is valid if signed by the surviving holder(s), in the presence of a witness who must also sign the Form of Purchase, and lodged with Capita Registrars with the death certificate(s), grant of probate, or letters of administration in respect of the deceased holder.
- p) **If the Form of Purchase is signed under a power of attorney.** The completed Form of Purchase should be lodged with Capita Registrars accompanied by the original power of attorney (or a copy thereof duly certified in accordance with the Powers of Attorney Act 1971 by, for example, a solicitor). The power of attorney will be noted by Capita Registrars and returned as directed.
- q) **If your C Share certificate(s) is/are held by your stockbroker, bank or some other agent.** Complete the Form of Purchase and, if the share certificate(s) is/are readily obtainable, deliver the completed Form of Purchase to your bank, stockbroker or other agent for lodging with Capita Registrars accompanied by the share certificate(s) and/or other document(s) of title by 4.30 p.m. on 9 July 2008. If the share certificate(s) is/are not readily obtainable, send the Form of Purchase duly completed to Capita Registrars together with an explanatory letter and arrange for the share certificate(s) to be forwarded to Capita Registrars as soon as possible thereafter but in any event to be received before 4.30 p.m. on 9 July 2008.
- r) **If your C Share certificate(s) has/have been lost.** Complete the Form of Purchase and lodge it, together with any share certificate(s) available, with Capita Registrars accompanied by an explanatory letter stating that the balance will follow as soon as possible or that you have lost one or more of your share certificate(s). At the same time you should contact Capita Registrars, Northern House, Woodsome Park, Fenay Bridge, Huddersfield HD8 0GA and request that you be sent a letter of indemnity for completion. When completed in accordance with the instructions given, the letter of indemnity must be lodged with Capita Registrars, Corporate Actions, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU in support of the Form of Purchase as soon as possible but in any event before 4.30 p.m. on 9 July 2008. No payment will be made under the terms of the Purchase Offer unless the relevant share certificate(s) and/or other document(s) of title, or an indemnity acceptable to Whitbread is/are received by the due date.

Form of Purchase

Before completing the Form of Purchase please read the instructions, 'Completing the Form of Purchase', overleaf.

1

2 Number of C Shares as at close of business on 10 June 2008

In respect of my/our C Shares, I/We hereby accept the Purchase Offer as set out below:

Purchase Offer

3 Number of C Shares to be purchased

(Enter the word 'ALL' or the number of C Shares you wish to have purchased)

To Whitbread PLC and Deutsche Bank AG, London
 I/We whose signature(s) appear(s) in Box 4, having received the Circular, hereby undertake to accept the Purchase Offer by Deutsche Bank in respect of the number of C Shares indicated or deemed to be indicated in Box 3 and which are recorded against my/our name(s) on the Register on 9 July 2008 on the terms and subject to the conditions set out in the letter attached to this Form of Purchase for settlement in cash.

I/We also appoint any director of Whitbread for the time being as my/our attorney with authority on my/our behalf and in my/our name to accept the Purchase Offer and to take such actions and execute all such documents as may be required to give effect to the Purchase Offer in respect of my/our C Shares indicated or deemed to be indicated in Box 3.

Signatures

4 Execution of individual(s)
 Signed and delivered as a deed by: Witnessed by (name and address): Witness signature(s):

i1	<input type="text"/>	w1	<input type="text"/>	w1	<input type="text"/>
	Sole or first-registered holder				
i2	<input type="text"/>	w2	<input type="text"/>	w2	<input type="text"/>
	Joint registered holder (if any)				
i3	<input type="text"/>	w3	<input type="text"/>	w3	<input type="text"/>
	Joint registered holder (if any)				
i4	<input type="text"/>	w4	<input type="text"/>	w4	<input type="text"/>
	Joint registered holder (if any)				

Execution by a Company

Executed and delivered as a deed by the Company named below:

Name of Company

Acting by:

Signature of Director/Secretary/Authorised signatory*

Signature of Director/Secretary/Authorised signatory*

*Delete as appropriate