POLICY TO PROMOTE DIVERSITY ON THE BOARD OF DIRECTORS

OF

RESTAURANT BRANDS ASIA LIMITED

(Formerly known as Burger King India Limited)

Document Control:

Version	Approved by	Date
Version 1.0	Board of Directors	October 14, 2019
Version 2.0	Board of Directors	August 12, 2022

Title

This policy shall be called the 'Board Diversity Policy'.

Objective

Restaurant Brands Asia Limited ("the **Company**") is committed to dealing with all stakeholders with full transparency and fairness, ensuring adherence to all applicable laws and regulations and achieving highest standards of corporate governance.

Pursuant to Regulation 19(4) read with Part D of the Schedule II of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI Listing Regulations**"), the nomination and remuneration committee of the board of directors of a listed entity is required to devise a policy on diversity of board of directors. In compliance with the SEBI Listing Regulations, the Company has formulated this Board Diversity Policy.

Definitions

For the purpose of this Board Diversity Policy, the following terms shall have the meanings assigned to them hereunder:

"**Board**" means the board of directors of the Company constituted from time to time;

"**Board Diversity Policy**" means this policy, as amended, modified or revised from time to time;

"**Committee**" means the Nomination and Remuneration Committee of the Board;

"**Companies Act**" means the Companies Act, 2013, read with the rules thereunder, and any amendments, modifications or re-enactments thereto, as may be issued from time to time;

"**Company**" means Restaurant Brands Asia Limited; and

"Director" means a member of the Board.

Words and expressions used and not defined in this Board Diversity Policy shall have the meaning ascribed to them in the SEBI Listing Regulations, the Securities and Exchange Board of India Act, 1992, as amended, the Securities Contracts (Regulation) Act, 1956, as amended, the Depositories Act, 1996, as amended, or the Companies Act and rules made thereunder, as amended, modified or revised from time to time.

Board Diversity

The Committee shall ensure that the Board has an optimum combination of executive, non-executive and independent directors in accordance with requirements of the Companies Act,

SEBI Listing Regulations and other statutory, regulatory and contractual obligations of the Company.

The Company recognises the benefits of having a diverse Board, and sees increasing diversity at the Board level as an essential element in maintaining a competitive advantage. The Company believes that a truly diverse Board will leverage differences in thought, perspective, knowledge, skill, regional and industry experience, cultural and geographical background, age, race, sex and gender, which will ensure that the Company retains its competitive advantage. The Company further believes that a diverse Board will contribute towards driving business results, making corporate governance more effective, enhancing quality and responsible decision making capability, ensuring sustainable development and enhancing the reputation of the Company.

The Committee shall review the profile of the prospective candidates for appointment as Director(s) on the Board taking into consideration knowledge, experience, financial literacy / expertise, global market awareness and other relevant factors as may be considered appropriate, and the Board shall be so formulated with mix of members to maintain high level of ethical standards. The Committee shall also take into consideration the provisions of the Companies Act, SEBI Listing Regulations and other statutory, regulatory and contractual obligations of the Company.

Amendments

The Committee shall periodically review this Policy and may modify and/or amend the Board Diversity Policy at any time subject to the provisions of the SEBI Listing Regulations and the Companies Act and rules framed thereunder and any other applicable laws, subject to the final approval by the Board.

Interpretation

In any circumstance, where the terms of this Board Diversity Policy are inconsistent with any existing or newly enacted law, rule, regulation or standard governing and applicable to the Company, the said law, rule, regulation or standard will take precedence over this Board Diversity Policy and its procedures.