

**RESTAURANT BRANDS INTERNATIONAL INC.**  
**OPERATIONS & STRATEGY COMMITTEE CHARTER**

Effective as of June 9, 2016

1. General Purpose.

The general purpose of the Operations & Strategy Committee (the “Committee”) of the Board of Directors (the “Board”) of Restaurant Brands International Inc. (the “Company”) is to assist the Board in overseeing and facilitating the development and implementation of the Company’s menu, marketing and restaurant operations strategies for its brands.

2. Committee Authority and Responsibilities.

2.1. The management of the Company will be responsible for the development and execution of the Company’s menu, marketing and restaurant operations strategies for its brands. The Committee’s role is advisory. In order to fulfill its responsibilities, the Committee shall maintain a cooperative, interactive dialogue with management. The Committee shall regularly report to the Board.

2.2. The Committee shall meet with management periodically to discuss and review the metrics used to evaluate marketing programs, product innovation, restaurant operations and guest experience for the Company’s brands. The Committee shall seek to understand the goals established by management to improve restaurant operations, promote product innovation and increase market share. Based on its review, the Committee shall share with management the Board’s expectations for performance of the Company, make recommendations to management on areas of improvement, and provide other feedback and guidance to management on behalf of the Board.

2.3. The Committee shall review and make recommendations to the Company management and the Board regarding the following, as appropriate:

- the evaluation of, and recommendation to the Board with respect to, the Company’s menu, marketing and restaurant operations strategies and plans for its brands;
- the evaluation of, and recommendation to the Board with respect to, the digital technology created or proposed to be created for the Company’s brands;
- the evaluation of the impact of industry trends, performance and strategy of key competitors; and
- the impact of external developments and factors on the Company’s operations and marketing strategy and its execution.

2.4. The Committee shall support and advise the Board, the Executive Chairman of the Board, the

Chief Executive Officer or management, on an as-requested basis, on the development and/or refinement of specific aspects of the Company's menu, marketing and restaurant operations strategies or on other major operational and strategic issues.

- 2.5. The Committee shall carry out such other duties or responsibilities as may be delegated to it by the Board from time to time.

### 3. Authority to Retain Advisors; Access to Records

The Committee shall have the resources and authority necessary or appropriate to carry out its duties and responsibilities, including the sole authority to select, retain, terminate and approve the reasonable fees and other retention terms of, and oversee the work of, such advisors or experts as it deems necessary or appropriate. The Company shall provide for appropriate funding, as reasonably determined by the Committee and ordinary administrative expenses of the Committee that it deems necessary or appropriate in carrying out its duties and responsibilities. In fulfilling its responsibilities, the Committee shall have full access to any relevant books, records, facilities and personnel of the Company.

### 4. Composition, Structure and Operation of the Committee.

- 4.1. The Committee shall be comprised of at least two directors appointed by the Board, based on nominations recommended to the Board by the Company's Nominating and Corporate Governance Committee.
- 4.2. The Board (or, in the absence of its acting, the Committee) may appoint one member of the Committee to serve as Chairman of the Committee.
- 4.3. Any member of the Committee may be removed by the Board, with or without cause, at any time.
- 4.4. The Committee shall meet as often as it determines is necessary to carry out its duties and responsibilities.
- 4.5. At all meetings of the Committee, a majority of the entire Committee shall be necessary and sufficient to constitute a quorum for the transaction of business.
- 4.6. The vote of a majority of the Committee members present at a meeting at which a quorum is present shall be the act of the Committee. The Committee may also act by unanimous written consent as provided in the Company's by-laws or applicable law.
- 4.7. The Committee may hold meetings either within or without Canada. Meetings of the Committee may be called by any member of the Committee or by the Chairman of the Board. Notice for a Committee meeting shall be given in the same manner as notice for a Board meeting.
- 4.8. Meetings of the Committee shall be presided over by the Chairman of the Committee, if any, or in the absence of a Chairman by a chairman chosen at the Meeting.
- 4.9. The Committee shall record minutes of each of its meetings.
- 4.10. The Committee shall make a report to the full Board on its activities at the next Board meeting following a Committee meeting. Such report may be made orally at the meeting.

- 4.11. The Committee shall conduct, in such a manner as the Committee deems appropriate, and review with the Board an evaluation of the Committee's own performance at least annually to determine whether (i) it is functioning effectively in accordance with the requirements of this Charter and (ii) any amendments or improvements to this Charter are necessary or desirable and should be proposed to the Board. Any amendments or improvements to this Charter shall be subject to approval of the Board.
- 4.12. The Committee may form, and delegate all or any portion of its duties and responsibilities to, a subcommittee so long as such subcommittee is at least partially comprised of members of the Committee. The requirements for action by a subcommittee shall, except as otherwise provided by act of the Committee, be the same as applicable to the Committee.