

**CHARTER OF THE
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE OF THE
BOARD OF DIRECTORS OF
RESTAURANT BRANDS INTERNATIONAL INC.**

Adopted December 11, 2014

Last Revised April 27, 2016

This Charter identifies the purpose, composition, meeting requirements, committee responsibilities, annual evaluation procedures and investigations and studies of the Nominating and Corporate Governance Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Restaurant Brands International Inc., a corporation incorporated under the *Canada Business Corporations Act* (the “**Corporation**”), pursuant to the Board’s Governance Guidelines (“**Governance Guidelines**”) and other applicable requirements.

I. Composition

The Committee shall be composed of at least three members (including a Chair). The composition of the Committee shall satisfy the independence requirements established for Committee membership in the Governance Guidelines, which requirements are consistent with the listing standards of the New York Stock Exchange. The Board shall affirmatively determine that the Committee (and any individual members, as applicable) satisfies such requirements whenever any director is appointed to the Committee. The members of the Committee and the Chair shall be selected annually by the Board and serve at the pleasure of the Board. A Committee member (including the Chair) may be removed at any time, with or without cause, by the Board, and any vacancies on the Committee shall be filled by the Board. No person may be made a member of the Committee if his or her service on the Committee would violate any restriction on service imposed by any rule or regulation of the United States Securities and Exchange Commission, Canadian securities regulatory authorities, or any securities exchange or market on which the common shares of the Corporation are traded.

The Committee shall have authority to delegate responsibilities listed herein to subcommittees of the Committee if the Committee determines such delegation would be in the best interests of the Corporation.

II. Meeting Requirements

The Committee shall meet as necessary to enable it to fulfill its responsibilities. The Committee may meet by telephone conference call or by any other means permitted by law or the Corporation’s By-laws. A majority of the members of the Committee shall constitute a quorum. The Committee shall act on the affirmative vote of a majority of members present at a meeting at which a quorum is present. Without a meeting, the Committee may act by unanimous written consent of all members. The Committee shall keep written minutes of its meetings, which shall be recorded or filed with the books and records of the Corporation. Any member of the Board shall be provided with copies of such Committee minutes upon request.

The Committee may ask members of management or others whose advice and counsel are relevant to the issues then being considered by the Committee, to attend any meetings and to provide such pertinent information as the Committee may request.

The Chair of the Committee shall be responsible for leadership of the Committee, presiding over Committee meetings, making Committee assignments and reporting the Committee's actions to the Board from time to time (but at least quarterly) as requested by the Board. The Chair, with the assistance of management, shall also set the agenda for Committee meetings.

III. Responsibilities

In addition to such other duties as the Board may from time to time assign, the Committee shall have the following responsibilities:

A. Board Candidates and Nominees

1. To propose to the Board a slate of nominees for election by the shareholders at the Annual General Meeting of Shareholders and prospective director candidates in the event of the resignation, death, removal or retirement of directors or a change in Board composition requirements;
2. Prior to recommending to the Board that one or more current directors be submitted to shareholders for re-election, the Committee will review the performance of each current director and make appropriate recommendations to the Board concerning that person's candidacy;
3. To review and monitor criteria for the selection of new directors and nominees for vacancies on the Board, including procedures for reviewing potential nominees proposed by shareholders;
4. To review with the Board the desired experience, mix of skills and other qualities to assure appropriate Board composition, taking into account the current Board members and the specific needs of the Corporation and the Board;
5. To conduct candidate searches, interview prospective candidates and conduct programs to introduce candidates to the Corporation, its management and operations, and confirm the appropriate level of interest of such candidates;
6. Any search firm retained to assist the Committee in seeking new director candidates for the Board will be instructed to seek to include diverse candidates in terms of race, gender, geography, thought, viewpoints, backgrounds, skills, experience, and expertise;

7. To recommend to the Board, with the input of the Chief Executive Officer (the “CEO”), when deemed appropriate by the Committee, qualified candidates for the Board who bring the background, knowledge, experience, skill sets and expertise that would strengthen the Board;
8. To conduct appropriate inquiries into the background and qualifications of potential nominees;
9. To review the suitability for continued service as a director of each Board member whose continued service as a director is potentially affected by specific provisions of the Governance Guidelines; and
10. To recommend to the Board any action to be taken in connection with a director who has tendered his or her resignation in accordance with the Corporation’s majority voting policy.

B. Board and Committees

1. To review periodically the size of the Board and recommend to the Board changes as appropriate;
2. To assist the Board in determining whether or not current directors and prospective directors satisfy the independence requirements set forth in the Governance Guidelines and otherwise within the meaning of any rules and laws applicable to the Corporation;
3. To review and consider, with Corporation counsel and with the Audit Committee where appropriate, possible conflicts of interests that may arise between the Corporation and any director that may impair a director’s independence;
4. To establish, monitor and recommend to the Board any changes to the purpose, structure, operations and responsibilities of the various committees of the Board and the qualifications and criteria for membership on each such committee;
5. To make recommendations to the Board with respect to Board committee membership assignments and changes thereto, taking into account any criteria for service set forth in the Corporation’s Governance Guidelines and in the applicable committee charter as well as any other relevant factors;
6. To recommend that the Board establish such special committees as may be necessary or appropriate to address ethical, legal or other matters that may arise, as needed; and
7. To oversee and review the orientation program for directors.

C. Evaluations

1. To oversee the process for and, if requested, to assist the Board with conducting, not less frequently than annually, an evaluation of the effectiveness of the Board as a whole in accordance with the Governance Guidelines; and
2. To report annually to the Board on director orientation and the Board's performance evaluation.

D. Corporate Governance and Responsibility

1. To review periodically (but not less frequently than annually) and monitor the Board's Governance Guidelines to confirm that they are appropriate for the Corporation and to recommend any changes to the Governance Guidelines that are necessary or advisable;
2. To annually review the Corporation's compliance with the listing requirements of each of the New York Stock Exchange, Toronto Stock Exchange and the rules of the Canadian securities regulatory authorities; and
3. To periodically review and recommend changes to the Corporation's Articles of Incorporation and By-laws as they relate to corporate governance issues.

IV. Annual Evaluation Procedures

The Committee shall annually assess its performance to confirm that it is meeting its responsibilities under this Charter and report the results of the assessment to the Board. In this review, the Committee shall consider, among other things, (a) the appropriateness of the scope and content of this Charter, (b) the appropriateness of matters presented for information and approval, (c) the sufficiency of time for consideration of agenda items, (d) the frequency and length of meetings and (e) the quality of written materials and presentations. The Committee may recommend to the Board such changes to this Charter as the Committee deems appropriate. In addition, if requested by the Board, the Committee shall lead the Board in its annual evaluation of the other Board committees, with assistance from and input of such other committees.

V. Investigations and Studies

The Committee may conduct or authorize investigations into matters within the Committee's scope of responsibilities as described herein, and may retain, at the expense of the Corporation, independent counsel or other consultants or advisors necessary to assist the Committee in any such investigations. The Committee shall have sole authority to retain and

terminate any search firm to be used to identify director candidates, including the sole authority to negotiate and approve the fees and retention terms of such search firm.

VI. Miscellaneous

Nothing contained in this Charter is intended to expand applicable standards of liability under statutory or regulatory requirements for the directors of the Corporation or members of the Committee. This Charter is intended to be consistent with and supplemented by the Board's Governance Guidelines. This Charter is, and any amendments thereto will be, displayed on the Corporation's website and a printed copy will be made available to any shareholder of the Corporation at the shareholder's request.