

Restaurant Brands International Inc.
A corporation continued under the laws of Canada

Compensation Committee Charter
Originally adopted December 11, 2014

Amended October 23, 2018

Purpose

The Compensation Committee is created by the Board of Directors (the "**Board**") of Restaurant Brands International Inc. (the "**Corporation**") primarily for the purpose of establishing salaries, incentives and other forms of compensation for executive officers and directors and to administer incentive compensation and benefit plans provided for employees of the Corporation.

The Compensation Committee is responsible for:

- overseeing and setting the Corporation's compensation and benefits policies generally;
- evaluating the performance of the Corporation's Chief Executive Officer (the "**CEO**");
- evaluating the performance of the employees who report directly to the CEO (collectively, the "**CEO Direct Reports**");
- overseeing and setting compensation for the CEO, the CEO Direct Reports and the members of the Board; and
- reviewing the Corporation's management succession plan.

Members

The Compensation Committee shall consist of at least two (2) members. Compensation Committee members shall be appointed by the Board. The Board shall designate the Chair of the Compensation Committee.

Qualifications

Each member of the Compensation Committee shall satisfy the independence requirements established for Compensation Committee membership pursuant to the applicable listing standards of the New York Stock Exchange (the "**NYSE**") (taking into account the exemption provided to "controlled companies" to the extent applicable and any transitional relief) and the Toronto Stock Exchange (the "**TSX**") and the rules of the Canadian securities regulatory authorities, each of the foregoing as may be amended from time to time. In addition, each member of the Compensation Committee must meet the requirements of an outside director pursuant to Section 162(m) of the Internal Revenue Code, and any regulations issued thereunder (taking into account any transitional relief permitted under the Internal Revenue Code), and meet the requirements of a non-employee director under Rule 16b-3 of the Securities Exchange Act of 1934, as amended (the "Exchange Act").

Removal and Replacement

The members of the Compensation Committee may be removed or replaced, and any vacancies on the Compensation Committee shall be filled, by the Board.

Responsibilities

In addition to any other responsibilities which may be assigned from time to time by the Board, the Compensation Committee is responsible for the following matters:

General Compensation Oversight

- The Compensation Committee shall establish and annually review the executive compensation philosophy ensuring that it (i) supports the Corporation's overall strategy and objectives, including the alignment of management's interests with shareholders, (ii) links total compensation to defined performance goals, (iii) balances the need to motivate appropriate risk taking, without encouraging or rewarding excessive risk, (iv) attracts and retains key executives, and (v) provides competitive total compensation opportunities at a reasonable cost while meeting the goals described above.

Compensation and Benefits Policies

- The Compensation Committee shall establish, review, approve and administer the Corporation's compensation and benefits policies generally (subject, if required by applicable law, stock exchange requirements or the Corporation's Articles or By-Laws, to shareholder approval), including establishing, reviewing and making recommendations with respect to any incentive-compensation and equity-based plans of the Corporation that are subject to Board approval. The Compensation Committee shall provide oversight and supervision to management with regard to the Corporation's employee pension, profit sharing, severance and other benefit plans and trusts. In establishing and reviewing such compensation and benefits policies, the Compensation Committee may consider the recruitment, development, promotion, retention and compensation of the CEO, the CEO Direct Reports and other employees of the Corporation and any other factors that it deems appropriate. The Compensation Committee shall report the results of such review and any action it takes with respect to the Corporation's compensation and benefits policies to the Board.

Executive and Director Compensation and Performance Evaluation

- The Compensation Committee shall establish the CEO's (i) annual base salary level, (ii) annual incentive compensation, (iii) long-term incentive compensation, (iv) employment, severance and change-in-control agreements, if any, and (v) any other compensation, ongoing perquisites or special benefit items.
- The Compensation Committee shall review and approve, for each CEO Direct Report, his or her (i) annual base salary level, (ii) annual incentive compensation, (iii) long-term incentive compensation, (iv) employment, severance and change-in-control agreements, if any, and (v) any other compensation, ongoing perquisites or special benefit items.

- In so establishing, reviewing and approving the compensation of the CEO and the CEO Direct Reports compensation, the Compensation Committee shall, among other things:
 - review and approve corporate goals and objectives relevant to executive officer compensation, including, without limitation, annual performance objectives;
 - evaluate the performance of the CEO and each CEO Direct Report in light of such goals and objectives and set such compensation (including salary, bonus, equity and other benefits) based on such evaluation and such other factors as the Compensation Committee deems appropriate and in the best interests of the Corporation (including the cost to the Corporation of such compensation); and
 - determine any long-term incentive component of the CEO and each CEO Direct Report's compensation based on awards given to such executives in past years, the Corporation's performance, shareholder return and such other factors as the Compensation Committee deems appropriate and in the best interests of the Corporation (including the cost to the Corporation of such compensation).
- The Compensation Committee shall annually review and make recommendations to the Board with respect to the compensation of directors, including any incentive plan compensation.
- The Compensation Committee shall make recommendations to the Board with respect to incentive-compensation and equity-based plans that are subject to Board approval.
- The Compensation Committee may delegate to one or more officers of the Corporation the authority to make grants and awards of equity-based compensation to any persons other than the CEO, any of the CEO Direct Reports and any person covered by Section 16 of the Exchange Act under the Corporation's incentive compensation or equity-based plans, as the Compensation Committee deems appropriate and in accordance with the terms of such plans and as permitted under applicable law; provided, that the Compensation Committee will also approve, in connection with equity awards, a total dollar amount to be used for equity awards to individuals other than the CEO, any of the CEO Direct Reports and any person covered by Section 16 of the Exchange Act. This authority to delegate is subject to any applicable limits detailed in any of the Corporation's policies with respect to equity-based compensation.
- The Compensation Committee shall review the results of any advisory shareholder votes on executive compensation ("say-on-pay votes") and consider whether to recommend adjustments to the Corporation's executive compensation policies and practices as a result of such votes.
- The Compensation Committee shall recommend for approval by the Board how frequently the Corporation should conduct say-on-pay votes, taking into account the results of any prior shareholder votes regarding the subject.

Management Succession

- The Compensation Committee shall, in consultation with the CEO, periodically review the Corporation's management succession planning, including the policies and principles for CEO selection and performance review, as well as policies regarding the succession in the event of an emergency or retirement of the CEO.

Other Responsibilities

- The Compensation Committee shall review and approve any contracts or other transactions with former CEOs and CEO Direct Reports, including consulting arrangements, employment contracts, change-in-control, severance or termination arrangements.
- The Compensation Committee shall review and approve the appointment of, or the approval of the retention, termination or change (including a change in responsibilities) of, the CEO and the CEO Direct Reports.
- The Compensation Committee shall provide oversight and supervision to management with regard to job grading/leveling for the CEO, the CEO Direct Reports and other senior level employees.

Disclosure

- The Compensation Committee shall review and discuss the Compensation Discussion and Analysis (CD&A) with management and provide a recommendation to the Board regarding the inclusion of the CD&A in the Corporation's management information circular. In connection with such review, the Compensation Committee shall also review the related tabular and other disclosures about director and executive compensation prepared by management for inclusion in the management information circular. The Compensation Committee shall also prepare the Compensation Committee Report required by the Securities and Exchange Commission rules to be included in the management information circular.

Compliance with Legal and Regulatory Requirements

- The Compensation Committee shall administer any equity-based compensation policies adopted by the Corporation in accordance with applicable rules and regulations of the SEC, the NYSE, the TSX, Canadian securities regulators and applicable tax laws, and otherwise in accordance with such terms and provisions as the Compensation Committee and the Board shall deem appropriate.
- To the extent applicable, the Compensation Committee shall maintain and administer compensation plans in accordance with Section 162(m) of the U.S. Internal Revenue Code taking into account any transitional relief permitted under the U.S. Internal Revenue Code.

Reporting to the Board

- The Compensation Committee shall report to the Board regularly.
- At least annually, the Compensation Committee shall evaluate its own performance and report to the Board on such evaluation.
- The Compensation Committee shall periodically review and assess the adequacy of this Charter and recommend any proposed changes to the Board.

Authority

In discharging its responsibilities, the Compensation Committee is empowered (without seeking Board approval) to study or investigate any matter of interest or concern that the Compensation Committee deems appropriate and to select, retain and terminate counsel, compensation consultants and other experts (“**Committee Advisors**”). The Compensation Committee has the sole authority to retain and terminate any Committee Advisor assisting the Compensation Committee. The Corporation will provide appropriate funding, as determined by the Compensation Committee, for payment of reasonable compensation to any Committee Advisors retained by the Compensation Committee. The Compensation Committee may select Committee Advisors only after taking into consideration all factors relevant to such Committee Advisors’ independence from management, including specific factors identified in NYSE listing standards.

As permitted under applicable laws and the listing standards of the NYSE and TSX, the Compensation Committee may delegate its authority to subcommittees or the Chair of the Compensation Committee when it deems appropriate and in the best interests of the Corporation.

Procedures

Meetings. The Compensation Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this charter. The Compensation Committee shall meet periodically in executive session without management of the Corporation present. Meetings of the Compensation Committee may be called by the CEO or any member of the Compensation Committee. The Chair of the Compensation Committee, in consultation with the other Compensation Committee members, shall determine the frequency and length of the Compensation Committee meetings and shall set meeting agendas consistent with this charter. The agenda and information concerning the business to be conducted at each Compensation Committee meeting shall, to the extent practical, be communicated to the members of the Compensation Committee sufficiently in advance of each meeting to permit meaningful review. The Compensation Committee may invite to its meetings any director, member of management of the Corporation, and such other persons as it deems appropriate in order to carry out its responsibilities. The Compensation Committee shall maintain minutes or other records of meetings and activities of the Compensation Committee.

Quorum. A majority of Compensation Committee members shall constitute a quorum. A majority of the members of the Compensation Committee in attendance at a meeting, where a quorum is present, is empowered to act on behalf of the Compensation Committee, except as may be provided otherwise in this charter. In the event the number of Compensation Committee members voting in favor of a proposal and the number of Compensation Committee members voting against such proposal are equal, the proposal shall be submitted to a vote of the Board. Subject to the foregoing, the *Canada Business Corporations Act* and the Corporation's By-Laws, and unless otherwise determined by the Board, the Compensation Committee shall have the power to regulate its procedure.

Action in lieu of a Meeting; Telephonic Participation. Unless otherwise required by law or as provided by the By-Laws of the Corporation: (i) any action required or permitted to

be taken at any meeting of the Compensation Committee may be taken without a meeting if all of the members of the Compensation Committee consent thereto (a) in writing or (b) by electronic transmission and such writings or transmissions are filed with the minutes, of the Compensation Committee; and (ii) members of the Compensation Committee may participate in a meeting by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, and such participation shall constitute presence at such a meeting.