Restaurant Brands International Inc.
Form DEF 14A
April 26, 2017
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SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material under §240.14a-12

RESTAURANT BRANDS INTERNATIONAL INC.

RESTAURANT BRANDS INTERNATIONAL LIMITED PARTNERSHIP

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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Explanatory Note

On December 12, 2014, a series of transactions (the Transactions) was completed resulting in Burger King Worldwide, Inc. (BKW) and The TDL Group Corp, formerly known as Tim Hortons Inc. (THI), becoming indirect subsidiaries of Restaurant Brands International Inc. (RBI) and Restaurant Brands International Limited Partnership (Partnership). RBI is the sole general partner of Partnership, which is the indirect parent of THI and BKW.

On March 27, 2017, an indirect subsidiary of RBI acquired all of the issued and outstanding shares of Popeyes Louisiana Kitchen, Inc., a developer, operator and franchisor of quick-service restaurants under the tradename Popeyes® Louisiana Kitchen and Popeyes® Chicken & Biscuits.

Our common shares trade on the New York Stock Exchange (NYSE) and the Toronto Stock Exchange (TSX) under the ticker symbol QSR . As a result, RBI is subject to the applicable governance rules and listing standards of both the NYSE and TSX. The Class B exchangeable limited partnership units (Partnership exchangeable units) of Partnership trade on the TSX under the ticker symbol QSP . Partnership is subject to the applicable governance rules and listing standards of the TSX to the extent not satisfied by RBI.

Each of RBI and Partnership is a reporting issuer in each of the provinces and territories of Canada and, as a result, is subject to Canadian continuous disclosure and other reporting obligations under applicable Canadian securities laws. This proxy statement constitutes an Information Circular of RBI s management for purposes of RBI s Canadian continuous disclosure obligations under National Instrument 51-102 *Continuous Disclosure Obligations* (NI 51-102) and a management proxy circular of RBI under section 150 of the *Canadian Business Corporations Act* (CBCA). Pursuant to an application for exemptive relief made in accordance with National Policy 11-203 *Process for Exemptive Relief Applications in Multiple Jurisdictions*, Partnership has received exemptive relief dated October 31, 2014 from the Canadian securities regulators. This exemptive relief exempts Partnership from the continuous disclosure requirements of NI 51-102, effectively allowing Partnership to satisfy its Canadian continuous disclosure obligations by relying on the Canadian continuous disclosure documents filed by RBI, for so long as certain conditions are satisfied. Among these conditions is a requirement that Partnership concurrently send to all holders of the Partnership exchangeable units all disclosure materials that RBI sends to its shareholders and a requirement that Partnership separately report all material changes in respect of Partnership that are not also material changes in respect of RBI.

This exemptive relief is also conditioned upon RBI including certain disclosures in its proxy solicitation materials. These disclosures are included throughout this proxy statement, including in Appendix A.

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Restaurant Brands International Inc.

226 Wyecroft Road

Oakville, Ontario, L6K 3X7, Canada

April 25, 2017

Dear Shareholder,

We invite you to attend Restaurant Brands International Inc. s 2017 annual and special meeting of shareholders (the Meeting) for the following purposes:

1 Elect twelve directors specifically named in the management information circular and proxy statement that accompanies this Notice of Meeting (the proxy statement), each to serve until the close of the 2018 Annual Meeting of Shareholders or until his or her successor is elected or appointed.

2 Approve, on a non-binding advisory basis, the compensation paid to our named executive officers.

3 Appoint KPMG LLP as our auditors to serve until the close of the 2018 Annual Meeting of Shareholders and authorize our directors to fix the auditors remuneration.

4 Consider a shareholder proposal to adopt a written board diversity policy, if properly presented at the Meeting.

You will also be asked to transact any other business that may properly come before the Meeting or vote on any adjournment or postponement of the Meeting.

Only (1) holders of our common shares, (2) holders of our preferred shares and (3) the trustee that holds our special voting share, in each case as of the close of business on the record date, are entitled to notice of and to vote upon the proposals to be presented at the Meeting.

Please read this document to learn more about the Meeting, your director nominees, and our executive compensation and governance practices.

Thank you for your participation and we look forward to seeing you at the Meeting.

Sincerely,

Jill Granat

General Counsel & Corporate Secretary

IT IS IMPORTANT THAT YOU CAREFULLY

READ THE PROXY STATEMENT AND VOTE

NOTICE OF

ANNUAL AND

SPECIAL MEETING

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Restaurant Brands International Inc.

226 Wyecroft Road

Oakville, Ontario, L6K 3X7, Canada

April 25, 2017

MANAGEMENT INFORMATION CIRCULAR AND PROXY STATEMENT

Management Information Circular and Proxy Statement for 2017 Annual and Special Meeting of Shareholders

This management information circular and proxy statement (the proxy statement), including all schedules and appendices hereto, is being furnished in connection with the solicitation of proxies by or on behalf of management of Restaurant Brands International Inc. (RBI) for use at the annual and special meeting (the Meeting) of the shareholders of RBI to be held at the offices of RBI located at 226 Wyecroft Road, Oakville, Ontario, L6K 3X7, Canada on June 5, 2017 at 8:00 a.m. (Eastern Time), or at any adjournment(s) or postponement(s) thereof, for the purposes set out in the Notice of Meeting.

We expect that the solicitation of proxies will be by mail. Proxies may also be solicited personally, by telephone, e-mail, Internet, facsimile or other means of communication by officers, employees and agents of RBI. The cost of solicitation will be borne by RBI.

We are providing access to this proxy statement and our annual report on Form 10-K for the fiscal year ended December 31, 2016 (collectively the proxy materials) via the Internet using the U.S. notice and access system. On April 25, 2017, we began mailing a Notice Regarding Internet Availability of Proxy Materials (the Notice) to all holders of record of our common shares and Class A 9.00% cumulative compounding perpetual voting preferred shares (preferred shares) and the Class B exchangeable limited partnership units (Partnership exchangeable units) of Restaurant Brands International Limited Partnership (Partnership) as of April 11, 2017, and posted the proxy materials on the website referenced in the Notice (www.envisionreports.com/RBI2017). In the case of beneficial holders of these securities, the Notice is being sent indirectly through such shareholders or unitholders brokers or other intermediaries. We intend to reimburse these brokers or other intermediaries for permitted fees and costs incurred by them in mailing the Notice to beneficial owners of securities.

As more fully described in the Notice, all holders of common shares, preferred shares and Partnership exchangeable units may choose to access our proxy materials on the website referred to in the Notice or may request to receive a printed set of our proxy materials. In addition, the Notice and website provide information regarding how you may request to receive proxy materials in printed form by mail or electronically by email on an ongoing basis.

In this proxy statement, the words, RBI , we , our , ours and us refer to Restaurant Brands International Inc. Excep
otherwise stated, the information contained herein is given as of April 25, 2017. Unless otherwise indicated, all
references to $ or dollars are to the currency of the United States and Canadian dollars or C$ are to the currency of
Canada.

The date of this proxy statement is April 25, 2017.

Restaurant Brands International

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EXECUTIVE SUMMARY

Company at a Glance

RBI is one of the world s largest quick service restaurant companies with more than $27 billion in system-wide sales and over 23,000 restaurants in more than 100 countries and U.S. territories. RBI owns three of the world s most prominent and iconic quick service restaurant brands TIM HORTONS®, BURGER KING®, and POPEYES®. These independently operated brands have been serving their respective guests, franchisees and communities for over 40 years.

RBI is committed to growing the TIM HORTONS®, BURGER KING®, and POPEYES® brands by leveraging their respective core values, employee and franchisee relationships, and long track records of community support. The brands benefit from the global scale and shared best practices that come through common ownership under RBI.

2016 Business Performance[1]

RBI Total Revenues of $4,145.8 million versus $4,052.2 million in prior year.

RBI Net Income Attributable to Common Shareholders of $345.6 million versus $103.9 million in prior year.

Global comparable sales growth of 2.5% at Tim Hortons and 2.3% at Burger King.[2]

Net restaurant growth of 935 represented restaurant count increase of 4.5% at Tim Hortons and 4.9% at Burger King year-over-year.

System-wide sales growth increased at Tim Hortons and Burger King by 5.2% and 7.8%, respectively.[2]

Net Income of $955.9 million.

RBI Adjusted EBITDA[3] increased 16.4% year over year on an organic basis (excluding the impact of foreign currency exchange rate movements) to $1.89 billion.

RBI diluted earnings per share was $1.45.

RBI Adjusted diluted earnings per share[3] was $1.58, up 45.0% versus prior year results.

1 2016 Business Performance includes the results of the Tim Hortons and Burger King brands since RBI acquired the Popeyes brand in March 2017.
2 Calculated on a constant currency basis and include sales at franchise restaurants and company-owned restaurants. System-wide sales are driven by sales at franchised restaurants, as approximately 100% of current restaurants are franchised. We do not record franchise sales as revenues; however, our franchise revenues include royalties based on a percentage of franchise sales.
3 This is a non-GAAP financial measure. For further details regarding non-GAAP financial measures and a reconciliation to their most comparable GAAP measure, please see Appendix B of this proxy statement.

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Shareholder Value Creation

Returned approximately $286 million to common shareholders and holders of Partnership exchangeable units through dividends and distributions declared in 2016. Since January 1, 2016, our dividend has increased by 50%. Below is a chart demonstrating the increase in our dividends for each period.*

* Periods prior to the first quarter of 2015 represent dividends declared by our predecessor BKW.

Attained a Total Shareholder Return (TSR) of 218% over a four and a half year period, significantly ahead of the 64% TSR of the S&P 500 Index and 52% TSR of the S&P Restaurant Index over the same period.*

* The graph shows our cumulative shareholder returns over the period from June 20, 2012, the date BKW common stock was listed on the NYSE, to December 31, 2016. The graph reflects total shareholder returns for BKW from June 20, 2012 to December 12, 2014, and for RBI from December 15, 2014 to December 31, 2016.

Reduced total long-term debt by $52 million since December 31, 2015.

Compensation Highlights

Our incentive plans and programs ensure alignment of executives and shareholders interests and provide for a strong link between pay and performance.

For 2016, 87% of our CEO s target total direct compensation and an average of 88% of each of our other NEOs target total compensation was performance-based or equity-based.

Annual cash incentives are performance-based and are only paid if we achieve our minimum financial goals for the calendar year (see page 37).

Our bonus swap program provides equity awards to those executives who are willing to invest in us through the purchase of shares at fair market value. Furthermore, the program encourages retention of those shares as these equity awards are forfeited if the purchased shares are sold prior to vesting of the awards (see page 40).

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Our discretionary equity awards cliff vest on the fifth anniversary of their grant, encouraging executives to focus on the long-term growth of the company.

Roadmap of Voting Items

Voting Item	Board Recommendation
Item 1. Election of Directors. (Page 10) We are asking shareholders to vote on each director nominee to the Board. We believe that each of our director nominees possesses the experience, skills and qualities to fully perform his or her duties as a director and contribute to our success.	**FOR**
Item 2. Shareholder Advisory Vote to Approve Named Executive Officer Compensation. (Page 56) We believe that compensation is an important tool to further our long-term goal of creating shareholder value. We are seeking a non-binding advisory vote from our shareholders to approve the compensation of our named executive officers as described in this proxy statement.	**FOR**
Item 3. Appointment of KPMG LLP as our auditors. (Page 57) Shareholders are being asked to vote on a proposal to appoint KPMG LLP as our independent auditors to serve until the close of the 2018 Annual Meeting of Shareholders and authorize our directors to fix the auditors remuneration.	**FOR**
Item 4. Shareholder proposal to adopt a written board diversity policy, if properly presented at the Meeting. (Page 60)	**NONE**

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BUSINESS OF MEETING

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QUESTIONS AND ANSWERS ABOUT THE MEETING AND VOTING

ABOUT THIS PROXY STATEMENT

For the 2017 Annual and Special Meeting of Shareholders to be held on June 5, 2017

This proxy statement is being furnished in connection with the solicitation of proxies by or on behalf of management of RBI for use at the Meeting of the shareholders of RBI to be held at the offices of RBI located at 226 Wyecroft Road, Oakville, Ontario, L6K 3X7, Canada on June 5, 2017 at 8:00 a.m. (Eastern Time), or at any adjournment(s) or postponement(s) thereof, for the purposes set out in the Notice of Meeting.

We mailed an Important Notice Regarding the Availability of Proxy Materials for the 2017 Annual and Special Meeting of Shareholders (the Notice) on or about April 25, 2017. The proxy materials are available at www.envisionreports.com/RBI2017.

GENERAL VOTING INFORMATION

Who may vote at the Meeting?

There are three classes of voting shares eligible to vote at the Meeting:

- our common shares;
- our preferred shares; and
- our special voting share.

You may vote if you were the record holder or beneficial owner of shares of any of these classes as of the close of business on April 11, 2017 (the Record Date).

If you are a record holder or beneficial owner of Partnership exchangeable units as of the close of business on the Record Date, you are entitled to vote indirectly through the special voting share which is held by Computershare Trust Company of Canada (the Trustee), pursuant to a voting trust agreement, dated December 12, 2014, among RBI,

Partnership and the Trustee (the voting trust agreement). See What are my voting rights if I hold Partnership exchangeable units for more information about the voting rights associated with Partnership exchangeable units. Holders of common shares vote together as a single class with holders of the preferred shares and the special voting share, except as otherwise provided by law.

How many votes are eligible to be cast at the Meeting?

As of the close of business on the Record Date, we had outstanding 235,606,925 common shares, 68,530,939 preferred shares and one special voting share. In addition, as of the close of business on the Record Date, there were 226,870,394 Partnership exchangeable units outstanding. As the record holder of the special voting share, the Trustee is entitled to a number of votes on matters on which holders of common shares are entitled to vote equal to the number of Partnership exchangeable units outstanding as of the close of business on the Record Date (excluding any such units held by RBI and its subsidiaries) that provided voting instructions to the Trustee. Consequently, there are a total of 531,008,258 votes eligible to be cast at the Meeting.

What are my voting rights if I hold common shares?

Each common share is entitled to one vote.

What are my voting rights if I hold preferred shares?

Each preferred share is entitled to one vote. The holder of our preferred shares has agreed with us that (i) with respect to preferred shares representing 10% of the total votes attached to all voting shares of RBI, the holder may vote such shares with respect to matters on which the holder votes as a class with all RBI voting shares, in

any manner it wishes and (ii) with respect to preferred shares representing in excess of 10% of the total votes attached to all voting shares of RBI, the holder will vote such shares with respect to matters on which the holder votes as a class with all RBI voting shares in a manner proportionate to the manner in which the other holders of voting shares voted in respect of such matter. This agreement does not apply to certain items identified as special approval matters as further described in Appendix A. None of the proposals presented in this proxy statement is a special approval matter.

What are my voting rights if I hold Partnership exchangeable units?

If you are a record holder of Partnership exchangeable units, you are entitled to vote indirectly through the special voting share pursuant to the voting trust agreement. The special voting share entitles the Trustee to vote a number of votes equal to the number of Partnership exchangeable units outstanding as of the close of business on the Record Date, to the extent that the Trustee has received voting instructions from the holders of such Partnership exchangeable units. The Trustee will exercise each vote attached to the special voting share only as directed by the relevant record holder of the Partnership exchangeable units and, in the absence of instructions from a record holder as to voting, will not exercise those voting rights. However, a record holder of Partnership exchangeable units may obtain a proxy from the Trustee entitling the holder or its designee to attend and vote in person at the Meeting. A record holder of Partnership exchangeable units is entitled to give voting instructions to the Trustee (or obtain a proxy, as applicable) for a number of votes equal to the number of Partnership exchangeable units that the holder held as of the close of business on the Record Date. See Can I vote in person at the Meeting? below for instructions on attending and voting at the Meeting and the attached Appendix A for further details as to the voting rights associated with the Partnership exchangeable units.

How many votes must be present to hold the Meeting?

A majority of the votes eligible to be cast at the Meeting, represented in person or by proxy, or 265,504,130 votes will constitute a quorum. Common shares, preferred shares and the special voting share represented in person or by proxy, including such shares which withhold or do not vote with respect to one or more of the matters presented for shareholder approval, will be counted for purposes of determining whether a quorum is present. If we do not have a quorum we will adjourn the Meeting and reconvene the Meeting at a later date.

What is the difference between a shareholder of record and a beneficial owner?

If your common shares or preferred shares are registered directly in your name with Computershare Trust Company of Canada, our transfer agent (the Transfer Agent), you are considered the shareholder of record with respect to those shares. If your shares are held by a brokerage firm, bank, trustee or other intermediary (nominee), you are considered the beneficial owner of shares held in street name .

I am a shareholder of record of common shares How do I vote?

If you are a shareholder of record of common shares as of the close of business on the Record Date, you may vote in person or by proxy at the Meeting or you may vote by proxy prior to the Meeting. There are three ways to vote prior to the Meeting:

1. **Telephone Voting**: You may vote by calling the toll-free telephone number 1-866-732-8683. You will be prompted to provide your control number printed on the Notice or proxy card. You may not appoint a person as proxy holder other than the management nominees named in the Notice or proxy card if you vote by telephone. Please follow the voice prompts that allow you to vote your shares and confirm that your instructions have been properly recorded.

2. **Internet Voting**: You may vote by logging on to www.envisionreports.com/RBI2017 and clicking on Cast your Vote. If you requested proxy materials by mail, you may also vote by utilizing the website noted on the proxy card. Please follow the website prompts that allow you to vote your shares and confirm that your instructions have been properly recorded.

3. **Return Your Proxy Card By Mail**: If you requested proxy materials by mail, you may vote by completing, signing and returning the proxy card in the postage-paid envelope provided with the proxy materials. The proxy holders will vote your shares according to your directions.

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Proxies, whether submitted through the Internet or by telephone or mail as described above, must be received by 11:59 p.m. (Eastern Time) on June 1, 2017. If the Meeting is adjourned or postponed, your proxy must be received by 8:00 a.m. (Eastern Time) on the last business day preceding the day of the reconvened Meeting.

What if I hold my common shares in street name ?

Holders in street name , or beneficial holders, of common shares, will receive a Notice indirectly through such holders brokers or other intermediaries. The Notice contains instructions on how to access our proxy materials and vote online. You should follow the voting directions of your broker or other intermediary.

I am a shareholder of record of preferred shares How do I vote?

If you are a shareholder of record of preferred shares as of the close of business on the Record Date, you may vote in person or by proxy at the Meeting or you may vote by proxy prior to the Meeting. To vote prior to the Meeting, follow the instructions in the Notice or request the proxy materials by mail and complete, sign and return the proxy in the postage-paid envelope provided with such proxy materials. The proxy holders will vote your shares according to your directions. Proxies must be received by 11:59 p.m. (Eastern Time) on June 1, 2017. If the Meeting is adjourned or postponed, your proxy must be received by 8:00 a.m. (Eastern Time) on the last business day preceding the day of the reconvened Meeting.

I am a holder of record of Partnership exchangeable units How do I vote?

If you are a record holder of Partnership exchangeable units on the Record Date, you are entitled to instruct the Trustee as to the exercise of the voting rights attached to the special voting share for each Partnership exchangeable unit that you owned of record as of the Record Date.

You may instruct the Trustee as to the exercise of your votes by following the instructions in the Notice or by logging on to www.envisionreports.com/RBI2017 and clicking on Cast your Vote. Please follow the website prompts that allow you to exercise your votes with respect to the Partnership exchangeable units that you hold and confirm that your instructions have been properly recorded.

Alternatively, if you have requested the proxy materials by mail, you may direct the Trustee as to the exercise of your votes by completing, signing and returning the voting instruction form (the voting instruction) in the postage-paid envelope provided with the proxy materials.

You may also instruct the Trustee to give a proxy to a nominee of management or other designee of your selection (which may be you, if you intend on attending the Meeting) to exercise those votes in accordance with your instructions or to you or your designee so that you (or your designee) may attend the Meeting and exercise those votes

in person, as proxy of the Trustee.

Regardless of the manner by which you choose to give your voting instruction to the Trustee, the Trustee must receive your voting instruction, including any proxy request in that instruction, by 11:59 p.m. (Eastern Time) on June 1, 2017. A voting instruction received after this time will not be binding on the Trustee. If the Meeting is adjourned or postponed, your voting instruction must be received by 8:00 a.m. (Eastern Time) on the last business day preceding the day of the reconvened Meeting. Further details on how to instruct the Trustee to vote, or to obtain a proxy from the Trustee, are included in the voting instruction.

What if I hold my Partnership exchangeable units in street name ?

You should follow the voting directions provided by your broker or nominee. Holders in street name , or beneficial holders, of exchangeable units, will receive a Notice indirectly through such holders brokers or other intermediaries. The Notice contains instructions on how to access our proxy materials online and how to vote. You should follow the voting directions of your broker or other intermediary. If you provide specific voting instructions by mail, or the Internet, your broker or nominee will instruct the Trustee as you have directed.

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What am I voting on and how does the Board recommend that I vote?

You will be voting on the following four proposals at the Meeting. Our Board s recommendation for each of these proposals is set forth below:

Voting Item	Board Recommendation
Item 1. Election of twelve directors specifically named in the proxy statement, each to serve until the close of the 2018 Annual Meeting of Shareholders or until his or her successor is elected or appointed.	**FOR** each director nominee
Item 2. Approval, on a non-binding advisory basis, of the compensation paid to our named executive officers (the say-on-pay vote).	**FOR**
Item 3. Appoint KPMG LLP (KPMG) as our auditors to serve until the close of the 2018 Annual Meeting of Shareholders and authorize our directors to fix the auditors remuneration.	**FOR**
Item 4. Consider a shareholder proposal to adopt a written Board diversity policy, if such proposal is properly presented at the Meeting.	**NONE**

We will also consider any other business properly brought before the Meeting.

What vote is required to approve each proposal?

Holders of common shares, preferred shares and the special voting share will vote together as a single class for each proposal.

Proposal	Vote required to approve the proposal
Election of directors	Majority of the votes cast.*
Say-on-pay vote	This is a non-binding advisory vote. Our Board will consider our executive compensation to have been approved if the proposal receives more votes cast for than against .
Appointment of KPMG as our auditors and authorization to fix the auditors remuneration	Majority of the votes cast.*
Consider a shareholder proposal to adopt a written Board diversity policy, if such proposal is properly presented at the Meeting	This is a non-binding shareholder proposal. Our Board will consider this proposal to have been approved if the proposal receives more votes cast for than against .

* Votes cast includes only those votes cast for such proposal. See the section below under the heading Corporate Governance Majority Voting Policy for a description of the application of our majority voting policy with respect to the election of directors.

What is the effect of the say-on-pay advisory vote on Proposal 2?

Although the advisory say-on-pay vote on Proposal 2 is non-binding, our Board of Directors and the Compensation Committee will review the results of the vote and take them into account in making a determination concerning executive compensation.

What are my voting options with respect to each of the proposals?

Proposal 1: With respect to each nominee, you may either vote For the election of such nominee or Withhold your vote with respect to the election of such nominee. If you vote For the election of a nominee, your vote will be cast accordingly. If you select Withhold with respect to the election of a nominee, your vote will not be counted as a vote cast for the purpose of electing such nominee but will be considered in the application of the majority voting policy described below in Corporate Governance Majority Voting Policy . Pursuant to this policy, a Withhold vote is considered a vote cast for purposes of the election of a director nominee and therefore will be equivalent to a vote Against the nominee.

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Proposal 2: Proposal 2 is a non-binding advisory vote. You may select For , Against or Withhold with respect to such proposal. If you select Withhold , your vote will not be counted as a vote cast on Proposal 2.

Proposal 3: With respect to the appointment of the proposed auditors, you may either vote For such appointment or Withhold your vote with respect to such appointment. If you vote For the appointment of the proposed auditors, your vote will be cast accordingly. If you select Withhold your vote will not be counted as a vote cast for purposes of appointing the proposed auditors.

Proposal 4: Proposal 4 is a non-binding advisory vote. You may select For , Against or Withhold with respect to such proposal. If you select Withhold , your vote will not be counted as a vote cast on Proposal 4.

You will not have the option of voting to Abstain with respect to (i) Proposal 1, the election of directors, or (ii) Proposal 3, the appointment of the auditors. As Proposal 2 and Proposal 4 are advisory votes, we have provided the option to vote Withhold , as well as For or Against and, therefore, your Withhold vote for these two matters will the equivalent of an abstention and will not impact whether or not either of such proposals is approved. Withhold votes will, however, be counted for purposes of determining the presence of a quorum.

Will my securities be voted if I do not return my proxy or provide my voting instruction?

No. If you are the shareholder of record or a beneficial owner of common shares or preferred shares and you do not attend and vote your shares at the Meeting or vote by proxy, your shares will not be voted. If you are the holder of record of Partnership exchangeable units and do not provide your voting instructions to the Trustee, the Trustee will not exercise the voting rights in respect of your Partnership exchangeable units. However, a record holder of Partnership exchangeable units may instruct the Trustee to give a proxy to the holder or its designee entitling the holder or that designee to attend and vote in person at the Meeting. See Can I vote in person at the Meeting? below.

What if I provide my proxy or give my voting instruction without making any selections or if I vote or provide voting instructions on only some, but not all, of the proposals?

The common shares, preferred shares or Partnership exchangeable units represented by your proxy voting instruction form will be voted in accordance with the instructions you provide.

Shareholders of Record Common Shares and Preferred Shares. If you are a shareholder of record of common shares or preferred shares and you provide your voting instructions in accordance with the Notice without voting or by voting only with respect to some, but not all, of the proposals, your shares will be voted by the persons named in

the proxy (the proxy holders) in accordance with (i) your recommendations, if any, and (ii) for any proposals for which you did not vote in accordance with the recommendations of the Board of Directors as set forth in this proxy statement; however such non-vote will not result in a vote cast with respect to Proposal 4, for which no recommendation has been given.

Beneficial Owners Common Shares and Preferred Shares. Section 153(2) of the CBCA states that an intermediary, or a proxyholder appointed by an intermediary, may not vote shares that the intermediary does not beneficially own and that are registered in the name of the intermediary or in the name of a nominee of the intermediary unless the intermediary or proxyholder, as the case may be, receives written voting instructions from the beneficial owner. Consequently, if you are a beneficial owner of common shares or preferred shares and vote on some, but not all, of the proposals, the broker or nominee will not vote your shares on the remaining proposals. Your vote will be counted for purposes of determining a quorum and for the proposal(s) on which you voted, but will be considered a broker non-vote with respect to the proposal(s) on which you did not vote. These broker non-votes will have no impact on any proposal, as the standard for each of our proposals is based on votes cast.

Holders of Record and Beneficial Owners Partnership Exchangeable Units. If you are a holder of record or a beneficial owner of Partnership exchangeable units and you (or your broker, if you are a beneficial holder) provide the Trustee voting instructions on some, but not all, of the proposals, the Trustee in accordance with the voting trust agreement will not exercise the votes in respect of your Partnership exchangeable units for which it received no instructions. The votes in respect of your Partnership exchangeable units will be counted

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for purposes of determining a quorum and for the proposal(s) for which you provided instructions, but will not be considered a vote cast with respect to the proposal(s) for which you did not provide instructions. These non-votes will have no impact on any proposal, as the standard for each of the proposals is based on votes cast.

What if other matters are presented for consideration at the Meeting?

As of the date of this proxy statement, our management knows of no matters that will be presented for consideration at the Meeting other than those matters identified in the Notice of Meeting, nor does our management know of any amendments or variations of any of the matters identified in the Notice of Meeting. However, if any other matters properly come before the Meeting or any adjournment(s) or postponement(s) of the Meeting, or if any of the matters identified in the Notice of Meeting are amended or varied, and such new matter, amendment or variation calls for a vote of shareholders, validly completed proxies (including any proxies given at the instruction of a holder of Partnership exchangeable units) will be voted in respect of such new matter, amendment or variation in accordance with the judgment of the proxy holders in accordance with the discretionary authority conferred upon them by the enclosed form of proxy or voting instruction, as applicable.

Can I vote in person at the Meeting?

Common shares or preferred shares that are registered directly in your name may be voted in person at the Meeting. If you hold common shares or preferred shares in street name and you wish to vote those shares in person at the Meeting (or have another person attend and vote on your behalf), you should contact the broker or nominee that holds your shares to obtain the necessary proxy.

If you are a holder of record of Partnership exchangeable units, you may obtain from the Trustee a proxy that will entitle you (or another person designated by you) to attend the Meeting and personally exercise (as proxy of the Trustee) the votes attached to the special voting share that you (as holder of the Partnership exchangeable units) would otherwise be entitled to instruct the Trustee to vote. If you hold Partnership exchangeable units in street name and you wish to vote those units in person at the Meeting (or have another person attend and vote on your behalf), you should contact the broker or nominee that holds those units and follow their instructions to obtain the necessary proxy.

Can I change my mind after I deliver my proxy or submit my voting instruction?

Yes. If you are a shareholder of record of common shares or preferred shares, you may change your vote or revoke your proxy by:

in the case of common shares, submitting a new proxy by telephone or via the Internet after the date of the earlier voted proxy at any time up to 11:59 p.m. (Eastern Time) on June 1, 2017, or by 8:00 a.m. on the last business day

preceding the day of the Meeting if the Meeting is adjourned or postponed;

delivering new written instructions to us at 226 Wyecroft Road, Oakville, Ontario, L6K 3X7, Canada or with our Transfer Agent at its address specified below, in each case at any time up to 11:59 p.m. (Eastern Time) on June 1, 2017, or by 8:00 a.m. on the last business day preceding the day of the Meeting if the Meeting is adjourned or postponed;

delivering new written instructions to the Chairman of the Meeting on the day of the Meeting, or any adjournment or postponement thereof, at which the proxy is to be used, prior to the commencement of such Meeting; or

any other means permitted by law.

Any written instructions must be executed by the shareholder or the shareholder s authorized attorney or, if the shareholder is a corporation, under its corporate seal or by an officer thereof duly authorized.

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If you hold your common shares or preferred shares in street name, and wish to change your vote or proxy nominee, you should consult your broker or nominee with respect to submitting new voting instructions. Intermediaries may set deadlines for the receipt of revocation notices that are farther in advance of the Meeting than those set out above and, accordingly, any such revocation should be completed well in advance of the deadline prescribed in the form of proxy or voting instruction form, to ensure it is given effect at the Meeting.

If you are a holder of record of Partnership exchangeable units, you may revoke or amend your voting instruction by:

- submitting a new voting instruction via the Internet after the date of your earlier submitted voting instruction at any time up to 11:59 p.m. (Eastern Time) on June 1, 2017, or by 8:00 a.m. on the last business day preceding the day of the Meeting if the Meeting is adjourned or postponed; or

- delivering new written instructions to the Trustee at its address specified above at any time up to 11:59 p.m. (Eastern Time) on June 1, 2017, or by 8:00 a.m. on the last business day preceding the day of the Meeting if the meeting is adjourned or postponed.

If your Partnership exchangeable units are held in street name, you should consult your broker or nominee with respect to revoking or amending your prior voting instructions.

What does it mean if I receive more than one Notice or proxy card?

If you receive more than one Notice or proxy card it means that you have multiple accounts with brokers or other nominees or with the Transfer Agent, as applicable, through which you hold common shares or Partnership exchangeable units. Please vote or provide voting instructions for all of the common shares or Partnership exchangeable units you own. We encourage you to register all of these securities in the same name and address. You may do this by contacting your broker or other nominee or the Transfer Agent. The Transfer Agent may be reached through the following methods:

By Mail:

Computershare Trust Company of Canada

100 University Ave, 8th Floor

Toronto, Ontario, M5J 2Y1

By Telephone:

(800) 564-6253 (toll free North America)

(514) 982-7555 (international direct dial

By Email: service@computershare.com

By Internet: www.computershare.com/service

ATTENDING THE MEETING

Who may attend the Meeting?

The Meeting is open to all record holders of common shares and preferred shares as of the close of business on the Record Date and their duly appointed proxy nominees. Beneficial owners of common shares and preferred shares and record holders and beneficial owners of Partnership exchangeable units who owned such shares or Partnership exchangeable units, as the case may be, as of the close of business on the Record Date may obtain a proxy that will entitle them (or another person designated by them) to attend and vote at the Meeting. See Can I vote in person at the Meeting? above for instructions on how to obtain a proxy for that purpose.

How can I get directions to the meeting?

The meeting will be held at the offices of Restaurant Brands International Inc. at 226 Wyecroft Road, Oakville, Ontario, Canada, L6K 3X7 which is accessible from the Dorval Drive exit off of the Queen Elizabeth Way. If you require directions, please contact Investor Relations by e-mail at investor@rbi.com.

What do I need to bring to attend the Meeting?

If you are a record holder or beneficial owner of common shares or preferred shares:

- You will need a valid picture identification.

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You will need proof of ownership of common shares or preferred shares.

If you are a record holder of common shares or preferred shares, your Notice or proxy card will be your admission ticket.

If your common shares or preferred shares are held in the name of a bank, broker or other shareholder of record and you have obtained a legal proxy from the record holder giving you the right to attend and vote at the Meeting, you will need proof of ownership to be admitted to the Meeting. A recent brokerage statement or letter from a bank or broker is an example of proof of ownership.

If you are a record holder or beneficial owner of Partnership exchangeable units:

You will need a valid picture identification.

If you have obtained a legal proxy from the Trustee giving you the right to attend and vote at the Meeting, you will need proof of ownership to be admitted to the Meeting. You should follow the instructions provided by the Trustee to obtain such proof of ownership.

IF YOU DO NOT HAVE VALID PICTURE IDENTIFICATION AND PROOF THAT YOU OWN COMMON SHARES, PREFERRED SHARES OR PARTNERSHIP EXCHANGEABLE UNITS, YOU MAY NOT BE ADMITTED INTO THE MEETING.

MORE INFORMATION

Where can I find voting results of the Meeting?

Promptly following the Meeting, but not more than four business days thereafter, we will announce the results for the proposals voted upon at the Meeting and publish final detailed voting results for each matter voted upon in a report filed on www.sedar.com and in a Current Report on Form 8-K filed with the Securities and Exchange Commission (SEC). In addition, in accordance with TSX rules, following the Meeting we will promptly issue a news release disclosing the detailed voting results for the election of each director.

I am a holder of Partnership exchangeable units. Why am I receiving proxy solicitation materials that relate solely to RBI?

RBI is the sole general partner of Partnership and manages all of Partnership s operations and activities in accordance with the partnership agreement of Partnership. The Partnership exchangeable units are intended to provide voting rights with respect to RBI that are equivalent to the corresponding rights afforded to holders of common shares. In addition to making provision for these voting rights, the voting trust agreement requires that each record holder of Partnership exchangeable units be provided a copy of the notice of each meeting at which the holders of common shares are entitled to vote. Except as otherwise required by the partnership agreement, voting trust agreement or applicable law, the holders of the Partnership exchangeable units are not directly entitled to receive notice of or to attend any meeting of the unitholders of Partnership or to vote at any such meeting. Accordingly, you will not receive notice of, or an information circular or proxy in respect of, an annual meeting of Partnership.

Where can I find further information in respect of the Partnership exchangeable units or the preferred shares?

A summary of certain terms of the Partnership exchangeable units and the preferred shares is included in Appendix A to this proxy statement.

Who should I contact with other questions?

If you have additional questions about this proxy statement or the Meeting, please contact Investor Relations by e-mail at investor@rbi.com.

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PROPOSAL 1 ELECTION OF DIRECTORS

Our bylaws permit the Board of Directors to determine the number of directors that constitute the Board, provided that the Board shall not consist of fewer than three nor greater than fifteen members. In addition, our bylaws provide that at least twenty-five percent of the directors shall be resident Canadians, as required by the CBCA.

Our Board consists of twelve directors. We believe a board of this size and composition is appropriate, giving us the combined expertise of former directors from our Burger King and Tim Hortons operating subsidiaries, as well as a diverse set of perspectives around the boardroom. Our current Board is also appropriately sized to allow effective committee organization and to facilitate efficient meetings and decision-making.

Our director nominees are: Messrs. Behring, Caira, Franklin, Fribourg, Golden, Hedayat, Milroy, Schwartz, Sicupira, Thompson Motta and Van Damme and Ms. Cecilia Sicupira. Messrs. Caira, Milroy and Hedayat are each a resident Canadian as defined by the CBCA.

As we discuss under Corporate Governance Board Independence on page 23 of this proxy statement, our Board conducts an evaluation of the independence of each director and has determined that all of our directors, except Messrs. Schwartz and Caira, qualify as independent directors under the NYSE listing standards and the TSX and Canadian securities laws.

We believe that each of our director nominees possesses the experience, skills and qualities to fully perform his or her duties as a director and contribute to our success. Our director nominees were nominated because each is of high ethical character, highly accomplished in his or her field with superior credentials and recognition, has a sound personal and professional reputation, has the ability to exercise sound business judgment, and is able to dedicate sufficient time to fulfilling his or her obligations as a director. Our directors as a group complement each other and each of their respective experiences, skills and qualities. Our director nominees appear on the following pages. Each director nominee s principal occupation and other pertinent information about particular experience, qualifications, attributes and skills that led the Board to conclude that such person should serve as a director, appears on the following pages.

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Nominees For Director

Alexandre Behring

Independent

Committees:

Compensation (Chair)

Nominating and Corporate Governance (Chair)

BUSINESS EXPERIENCE:

Mr. Behring has served on our Board as Chairman since December 2014. Mr. Behring is a Founding Partner and has been Managing Partner and a Board Member of 3G Capital Partners LP, a global investment firm (3G Capital), since 2004. Following the acquisition of Burger King Holdings, Inc. by 3G Capital, he served on the board of Burger King Worldwide, Inc. and its predecessor as Chairman from October 2010 until December 2014. Mr. Behring has served as Chairman of the Kraft Heinz Company since July 2015, following Berkshire Hathaway and 3G Capital s acquisition of H.J. Heinz Company in June 2013 and subsequent combination with Kraft Foods Group in July 2015. Mr. Behring has also served as a director of Anheuser-Busch Inbev, a global brewer, since April 2014.

Previously, Mr. Behring spent ten years at GP Investimentos, one of Latin America s premier private-equity firms, including eight years as a partner and member of the firm s Investment Committee. He served for seven years, from 1998 through 2004, as Chief Executive Officer of America Latina Logistica (ALL), one of Latin America s largest railroad and logistics companies. He also served as a director of ALL until December 2011. From July 2008 to May 2011, Mr. Behring served as a director of CSX Corporation, a U.S. rail-based transportation company. Mr. Behring is 50 years old and resides in Connecticut, United States.

QUALIFICATIONS

The Board nominated Mr. Behring due to his experience in executive roles at private equity firms and as CEO for a large railroad and logistics company as well as his experience as Chairman of the Board of RBI and its predecessor and the Kraft Heinz Company. In addition, the Board considered his knowledge of strategy and business development, finance, risk assessment, logistics and leadership development.

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Marc Caira

Committees:

None

BUSINESS EXPERIENCE:

Mr. Caira has served on our Board as Vice Chairman since December 2014. Previously, Mr. Caira served as President and CEO of Tim Hortons Inc. from July 2013 until December 2014. He was also a director of Tim Hortons Inc. from May 2013 until December 2014. Before his appointment as President and CEO of Tim Hortons Inc., Mr. Caira was Global CEO of Nestle Professional. He was also a member of the executive board of Nestle SA, the world s largest food and beverage company. Prior to being named Global CEO of Nestle Professional in 2008, Mr. Caira served in various roles, including Global Head of Strategic Business for Nestle Foodservices in Switzerland, President and CEO of Parmalat North America, Chief Operating Officer of Parmalat Canada, and President, Food Services and Nescafe Beverages for Nestle Canada. Since July 2015, Mr. Caira has served as a director of Hydro One Inc., a Canadian public energy transmission and distribution company and the Minto Group, a private real estate development and property management company. Since September 1, 2016, Mr. Caira has served on the Board of Governors of Seneca College. On December 15, 2014, we engaged Mr. Caira to provide RBI with consulting services to provide transition services and assist with our global expansion strategy. Mr. Caira is 63 years old and resides in Ontario, Canada.

QUALIFICATIONS

The Board nominated Mr. Caira due to his significant experience as the President and CEO of Tim Hortons Inc. as well as his past experience as a member of the executive board of the world s largest food and beverage company. In addition, the Board considered his knowledge of strategy and business development, finance, marketing and consumer insights, risk assessment, leadership development and succession planning.

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Martin E. Franklin

Independent

Committees:

Audit

Conflicts

BUSINESS EXPERIENCE:

Mr. Franklin has served on our Board since December 2014. Mr. Franklin is the founder and CEO of Mariposa Capital LLC since June 2013 and Chairman and the controlling shareholder of Royal Oak Enterprises, LLC, a leading manufacturer of charcoal and grilling products, since July 2016. Mr. Franklin previously served on the board of Burger King Worldwide, Inc. from June 2012 to December 2014.
Mr. Franklin was the founder and Executive Chairman of Jarden Corporation, a broad based consumer products company. He was appointed to Jarden s board of directors in June 2001 and served as its Chairman and CEO from September 2001 until June 2011, at which time he was appointed as Executive Chairman. He served as Executive Chairman until April 2016 when Jarden merged with Newell Brands Inc., a global consumer and commercial products company. Since April 2016, Mr. Franklin has served as a director of Newell Brands Inc. Mr. Franklin is founder and Chairman of Platform Specialty Products Corporation, a specialty chemicals company, and has served as a director since April 2013. Mr. Franklin is co-founder and co-Chairman of Nomad Foods Limited, a leading European frozen food company, and has served as a director since April 2014. Mr. Franklin is also a principal and executive officer of a number of private investment entities. Between 1992 and 2000, Mr. Franklin served as the Chairman and/or CEO of three public companies, Benson Eyecare Corporation, an optical products and services company, Lumen Technologies, Inc., a holding company that designed, manufactured and marketed lighting products, and Bollé Inc., a holding company that designed, manufactured and marketed sunglasses, goggles and helmets worldwide. Previously, Mr. Franklin served as a director of the following public companies: Apollo Investment Corporation, a closed-end management investment company, from April 2004 to December 2006; Liberty Acquisition Holdings Corp from June 2007 until its business combination with Promotora de Informaciones, S.A., a Spanish media company (Grupo Prisa) in November 2010; Grupo Prisa from November 2010 to December 2013; Liberty Acquisition Holdings International Company from January 2008 until its acquisition of Phoenix Group Holdings, a UK based provider of insurance services, in September 2009; Freedom Acquisition Holdings, Inc., from June 2006 until its acquisition of GLG Partners, Inc. (GLG), a hedge fund, in November 2007; GLG from November 2007 to October 2010; and Kenneth Cole Productions, Inc., a stylish apparel and accessory manufacturer and retailer, from July 2005 to December 2011. Mr. Franklin is 52 years old and resides in Florida, United States.

QUALIFICATIONS

The Board nominated Mr. Franklin due to his experience as the founder, CEO and Chairman of a broad-based consumer products company and as a principal and executive officer of a number of public and private investment companies, his experience as a director of RBI and its predecessor and as a director of multiple public and private companies in various industries. In addition, the Board considered his knowledge of strategy and business development, finance, marketing and consumer insights, risk assessment, mergers and acquisitions, leadership development and succession planning.

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Paul J. Fribourg

Independent

Committees:

Audit (Chair)

Compensation

Conflicts (Chair)

BUSINESS EXPERIENCE:

Mr. Fribourg has served on our Board since December 2014. Previously, Mr. Fribourg served on the board of Burger King Worldwide, Inc. and its predecessor from October 2010 to December 2014. Since July 1997, Mr. Fribourg has served as the Chairman and CEO of Continental Grain Company, an international agribusiness and investment company. Prior to taking this role, he held a variety of positions with increasing responsibility, from Merchandiser and Product Line Manager to Group President and Chief Operating Officer. Mr. Fribourg has been Lead Director of Loews Corporation, a large diversified holding company, since October 1997. Mr. Fribourg has also been a director of The Estee Lauder Companies, Inc., one of the world s leading manufacturers and marketers of quality skin-care, make-up, fragrances and hair products, since April 2006, Apollo Global Management, LLC, an alternative investment management firm, since May 2011, and Castleton Commodities International, a leading merchant energy company, since January 2013. He was a director of Smithfield Foods, Inc., the world s largest pork producer and processor, from May 2007 until September 2009, Power Corporation of Canada, a diversified management and holding company, from 2005 until 2008, Premium Standard Farms, Inc., a subsidiary of Smithfield Foods, Inc., from May 1998 until April 2007, and Vivendi, S.A., a French international media conglomerate, from January 2003 until June 2006. Mr. Fribourg is 63 years old and resides in New York, United States.

QUALIFICATIONS

The Board nominated Mr. Fribourg due to his experience as the CEO of an international agribusiness and investment company, as a director of RBI and its predecessor and as a director of multiple public and private companies in various industries. In addition, the Board considered his knowledge of strategy and business development, finance, corporate governance, risk assessment and leadership development.

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Neil Golden

Independent

Committees:

Operations and Strategy Committee

BUSINESS EXPERIENCE:

Mr. Golden has served on our Board since June 2016. Mr. Golden served as Senior Vice President and Chief Marketing Officer for McDonald s Corporation s U.S. segment from November 2007 to September 2013 and retired from McDonald s in February 2014. Prior to that, he served in positions of increasing responsibility at McDonald s since 1989. Prior to joining McDonald s, Mr. Golden held positions at Burger King Corporation and RC Cola Co.

Since May 2014, Mr. Golden has provided marketing and management advisory services to portfolio companies of Bain Capital, a private equity firm. He is also engaged with his alma mater Northwestern University, where he has served as a lecturer and faculty advisor since June 2014. Mr. Golden has served as an advisory board member for Home Partners of America, a company that provides a lease-to-own homeownership program and services, since September 2014. In addition, since April 2015, he has served as an executive consultant to Revenue Management Solutions, a firm specializing in providing pricing guidance to the restaurant and retail categories. Mr. Golden serves on the advisory board of the Mark Anthony Group, an enterprise comprised of wineries and wine distribution in Canada as well as the distribution of Mike s Hard Lemonade in the U.S. He also competed on the Men s International Professional Tennis Tour. Mr. Golden is 55 years old and resides in Illinois, United States.

QUALIFICATIONS

The Board nominated Mr. Golden due to his extensive experience as a senior marketing executive in the quick service restaurant industry, his experience in advisory roles in complementary industries and as a recent director of RBI. In addition, the Board considered his knowledge of marketing and consumer insights, strategy and business development, strategic branding and positioning and leadership development.

Ali Hedayat

Independent

Committees:

None

BUSINESS EXPERIENCE:

Mr. Hedayat has served on our Board since July 2016. Mr. Hedayat is the founder and has been Managing Director of Maryana Capital, a financial firm in Toronto, Canada, since March 2015. He previously co-founded Edoma Capital in London, a capital fund, where he worked from 2010 to December 2012, and was a partner at Indus Capital, a capital fund in London, UK, from May 2013 to March 2015. Mr. Hedayat held progressively more senior roles at the Goldman Sachs Group from 1997 to 2010, including from 2005 to 2007 as Managing Director of the European Principal Strategies group and from 2007 to 2010 as Managing Director and Co-head of the Americas Principal Strategies group. Mr. Hedayat has served on the board of directors of U.S. Geothermal Inc., a leading renewable energy company, since February 2017.
Mr. Hedayat is 42 years old and resides in Ontario, Canada.

QUALIFICATIONS

The Board nominated Mr. Hedayat because of his significant experience in investment banking and as a recent director of RBI. In addition, the Board considered his knowledge of finance, mergers and acquisitions and corporate governance.

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Thomas V. Milroy

Independent

Committees:

Audit

Conflicts

BUSINESS EXPERIENCE:

Mr. Milroy has served on our Board since December 2014. Previously, Mr. Milroy served on the board of Tim Hortons Inc. from August 2013 to December 2014 and has been a director of Interfor Corporation, a large lumber producer, since February 2016. He has served as Managing Director of Generation Capital Limited, a private investment company, since January 2016. From March 2008 to October 2014, he served as Chief Executive Officer of BMO Capital Markets, where he was responsible for all of BMO s business involving corporate, institutional and government clients globally. He acted as senior advisor to the CEO of BMO Financial Group from November 2014 to January 2015. Mr. Milroy is a member of the Law Society of Upper Canada. Mr. Milroy is 61 years old and resides in Ontario, Canada.

QUALIFICATIONS

The Board nominated Mr. Milroy because of his significant experience as past CEO of a large financial services company and as a director of RBI and Tim Hortons Inc. In addition, the Board considered his knowledge of finance, investment and corporate banking, mergers and acquisitions, strategy and business development, risk assessment and leadership development.

Daniel S. Schwartz

Committees:

Operations and Strategy (Chair)

BUSINESS EXPERIENCE:

Mr. Schwartz has served on our Board and as our CEO since December 2014. From June 2013 until December 2014, Mr. Schwartz served as CEO, from April 2013 until June 2013, he served as Chief Operating Officer and from January 2011 until April 2013, he served as Chief Financial Officer of Burger King Worldwide, Inc. and its predecessor. Mr. Schwartz joined Burger King Holdings, Inc. in October 2010 as Executive Vice President, Deputy Chief Financial Officer. Since January 2008,

Mr. Schwartz has been a partner with 3G Capital, where he was responsible for managing 3G Capital s private equity business. He joined 3G Capital in January 2005 as an analyst and worked with the firm s public and private equity investments until October 2010. From March 2003 until January 2005, Mr. Schwartz worked for Altair Capital Management, a hedge fund located in Stamford, Connecticut and served as an analyst in the mergers and acquisitions group at Credit Suisse First Boston from June 2001 to March 2003. From 2012 to February 2015, Mr. Schwartz served as a director of Carrols Restaurant Group, Inc., RBI s largest Burger King franchisee. Mr. Schwartz is a director of 3G Capital. Mr. Schwartz is 36 years old and resides in Florida, United States.

QUALIFICATIONS

The Board nominated Mr. Schwartz because of his experience as the CEO of RBI and its predecessor. In addition, the Board considered his knowledge of strategy and business development, finance, marketing and consumer insights, risk assessment, mergers and acquisitions, leadership development and succession planning.

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Carlos Alberto Sicupira

Independent

Committees:

Compensation

Nominating and Corporate Governance

BUSINESS EXPERIENCE:

Mr. Sicupira has served on our Board since December 2014 and previously served on the board of Burger King Worldwide, Inc. and its predecessor from October 2010 to December 2014. Mr. Sicupira is one of the founding Principal Partners of 3G Capital and continues to serve as a board member. Mr. Sicupira also serves as a member of the board of directors of Anheuser-Busch InBev. Mr. Sicupira has been Chairman of Lojas Americanas, one of South America s largest retailers, since 1981, where he served as Chief Executive Officer until 1992. He also is a member of the Board of Dean s Advisors of Harvard Business School since 1998 and serves on the boards of Fundação Brava and Fundação Estudar, not-for-profit foundations in Brazil. Mr. Sicupira is 68 years old and resides in St. Moritz, Switzerland.

QUALIFICATIONS

The Board nominated Mr. Sicupira due to his experience as the CEO of a large South American retailer, as a director of RBI and its predecessor and as a director of multiple public and private companies in various industries. In addition, the Board considered his knowledge of strategy and business development, marketing and consumer insights, supply chain management and distribution and finance.

Cecilia Sicupira

Independent

Committees:

None

BUSINESS EXPERIENCE:

Ms. Sicupira has served on our Board since July 2016 and brings a broad range of business experience. Ms. Sicupira has served on the boards of directors of Lojas Americanas S.A., one of South America s largest retail companies, since 2013, and São Carlos Empreendimentos e Participações S.A., a leading commercial real estate investment and management company in Brazil, since 2007, both of which are publicly-held companies listed on the Brazilian stock exchange. Ms. Sicupira is also a

member of the board of directors of S-BR Global Investments Ltd, an investment holding company which indirectly controls Anheuser-Busch InBev. Ms. Sicupira graduated from American University of Paris with a degree in International Business Administration and completed Harvard Business School s Owner/President Management (OPM) Program. Ms. Sicupira is 35 years old and resides in Sao Paulo, Brazil. Ms. Sicupira is the daughter of Mr. Sicupira.

QUALIFICATIONS

The Board nominated Ms. Sicupira due to her broad range of business experience, her experience on the boards of significant public companies in the retail sector and the real estate sector and as a recent director of RBI.

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Roberto Moses Thompson Motta

Independent

Committees:

None

BUSINESS EXPERIENCE:

Mr. Thompson Motta has served on our Board since December 2014. Previously, Mr. Thompson Motta served on the board of Burger King Worldwide, Inc. from July 2013 to December 2014. From 1986 to 1992, Mr. Thompson Motta worked in the corporate finance department of Banco Garantia, Brazil s largest investment bank. From 1993 to 2004, he was the founding and managing partner of GP Investimentos and a member of its board of directors until September 2010. Mr. Thompson Motta has also served as a member of the boards of directors of Companhia de Bebidas das Américas, or AMBEV, a Brazilian brewing company, since September 1998 (and AmBev S.A. since July 2013), Lojas Americanas since August 2001 and São Carlos Empreendimentos e Participações S.A. since September 2001. From August 2004 to April 2014, Mr. Thompson Motta served on the board of directors of Anheuser Busch InBev. Mr. Thompson Motta is one of the founding partners of 3G Capital and continues to serve as a board member. Mr. Thompson Motta is 59 years old and resides in Lugano, Switzerland.

QUALIFICATIONS

The Board nominated Mr. Thompson Motta due to his experience in executive roles at private equity firms, as a director of RBI and its predecessor and as a director of multiple public and private companies in various industries. In addition, the Board considered his knowledge of strategy and business development, finance, real estate and leadership development.

Alexandre Van Damme

Independent

Committees:

Nominating and Corporate Governance

BUSINESS EXPERIENCE:

Mr. Van Damme has served on our Board since December 2014. He previously served on the board of Burger King Worldwide, Inc. and its predecessor from December 2011

to December 2014. Mr. Van Damme has served as a member of the board of directors of Anheuser-Busch InBev since 1992. He joined the beer industry early in his career and held various operational positions within Interbrew, a large Belgian-based brewing company that merged with Anheuser-Busch to form Anheuser-Busch InBev, until 1991, including Head of Corporation Planning and Strategy. He has managed several private venture holding companies and is currently a director of Patri S.A. (Luxembourg). He is also a board member of Jacobs Douwe Egberts B.V., a Dutch company that processes and trades coffee, tea and other groceries and a member of various private family owned companies. Mr. Van Damme has served on the board of directors of Keurig Green Mountain, Inc. since May 2016. He is also an administrator of the InBev Baillet-Latour Fund, a foundation that encourages social, cultural, artistic, technical, sporting and philanthropic achievements, as well as a director of DKMS, the largest bone marrow donor center in the world, and a member of the Insead International Council. Mr. Van Damme graduated from Solvay Business School in Brussels. Mr. Van Damme is 55 years old and resides in Chéserex, Switzerland.

QUALIFICATIONS

The Board nominated Mr. Van Damme due to his experience as an executive of a large brewing company that is a major consumer brand, his experience as a director of RBI and its predecessor, as well as experience in managing several private venture holding companies. In addition, the Board considered his knowledge of strategy and business development, risk assessment and leadership development.

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If elected, each of the aforementioned nominees has consented to serve as directors and hold office until the close of the 2018 Annual Meeting of Shareholders and until their respective successors have been elected and qualified.

Recommendation of the Board of Directors

The Board of Directors recommends a vote **FOR** each of the director nominees.

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CORPORATE GOVERNANCE

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CORPORATE GOVERNANCE

Corporate Governance Guidelines

Our business and affairs are managed under the direction of our Board of Directors. Our Board believes that good corporate governance is a critical factor in achieving business success and in fulfilling the Board of Directors responsibilities to shareholders. The Restaurant Brands International Inc. Board of Directors Governance Guidelines, as amended (the Governance Guidelines) provide a framework for corporate governance in accordance with the Canadian and U.S. securities laws, the NYSE listing standards, the TSX rules, requirements under the CBCA and our organizational documents.

Highlights of our Governance Guidelines are described below:

A majority of directors of the Board must be independent as defined by the NYSE and TSX listing standards and applicable Canadian and U.S. securities laws.

The committees of the Board are the Audit Committee, the Compensation Committee, the Nominating and Governance Committee (NCG Committee), the Conflicts Committee and, as of 2016, the Board created the Operations and Strategy Committee as an additional standing committee. The Board may create and maintain other committees from time to time. Committee membership assignments are determined by the Board, on recommendation of the NCG Committee, taking account of RBI s needs, individual attributes and other relevant factors.

Each director serving on the Audit Committee will be an independent director as determined in accordance with the listing standards of the NYSE and TSX and applicable securities laws and each director serving on the Conflicts Committee will be an independent director as defined under the partnership agreement.

Executive sessions or meetings of non-employee directors without management present will be held as part of each regularly scheduled Board meeting.

A director may not accept a position on the board or audit committee of any other public company without first reviewing the matter with the Chairman of the Board.

Director orientation programs will be provided to new directors either prior to or within a reasonable period of time after their nomination or election to the Board.

The Board, with the assistance of the NCG Committee, will conduct an annual performance self-evaluation of the full Board to determine whether the Board and its committees are functioning effectively.

The NCG Committee oversees and evaluates the Board s performance and its compliance with our Governance Guidelines and other corporate governance regulations and principles.

Each director nominee must agree to tender his or her resignation for consideration by the Board if such director fails to receive a majority of votes cast in any uncontested re-election, as described more fully under Majority Voting Policy below.

The NCG Committee monitors compliance with the Governance Guidelines. In addition, the NCG Committee periodically reviews our Governance Guidelines, and, if appropriate, will recommend changes to the Board. The full text of our Governance Guidelines is available in the Investors Corporate Governance section of our website at www.rbi.com, as well as under the RBI issuer profile on SEDAR at www.sedar.com, and is incorporated herein by reference. No other information on our website or any other website referenced in this document is incorporated into this proxy statement and such information should not be considered part of this proxy statement. Any request for a copy of the Governance Guidelines may be directed to Restaurant Brands International Inc., 226 Wyecroft Road, Oakville, Ontario, L6K 3X7, Canada, Attention: Corporate Secretary. Upon receipt of a request, a copy will be provided free of charge.

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Board Leadership Structure

Our Board has an independent Chairman, Alexandre Behring, and a Vice Chairman, Marc Caira. While our Board has not developed a written position description for the Chairman of the Board or the Chairpersons of our committees, our Governance Guidelines set forth the role of the Chairman and Vice Chairman and the charter of each committee sets forth the role of the Chairman of each committee. Specifically, the Chairman of the Board is responsible for facilitating a highly functioning and effective Board, providing overall leadership and encouraging open communications and the Vice Chairman of the Board assists the Chairman and serves at meetings at which the Chairman is not in attendance or is unable to participate in a motion. The Chairman of each committee is responsible for setting the frequency and length of the meetings, setting meeting agendas consistent with the committee s charter and reporting on the activities of that committee to the full Board on a periodic basis.

Our Board has not adopted a formal policy regarding the need to separate or combine the offices of Chairman of the Board and Chief Executive Officer as the Board believes it is important to retain its flexibility to allocate the responsibilities of the offices of the Chairman and CEO in any way that it deems in the best interests of RBI at a given point in time. At the present time, the positions of Chairman of the Board and CEO are filled by different individuals. Our CEO, Daniel Schwartz, is also a member of the Board and Chairman of the Operations and Strategy Committee. Under the authority of the Board, the CEO is responsible for the general management of the business and affairs of RBI, with the objective of enhancing long-term shareholder value. We believe that the current separation of roles provides a more effective monitoring and objective evaluation of the CEO s performance.

Our Board has not developed a written position description for our CEO. Our Board and CEO develop, on an annual basis, corporate goals and objectives and parameters within which the CEO operates the business of RBI. Our Board and CEO also establish annual performance goals to measure the CEO s individual achievement for purposes of our annual bonus program. The Compensation Committee of the Board is also responsible for annually evaluating the CEO against these objectives. For a further discussion of the corporate goals and objectives and the measures by which our CEO is evaluated, please see our CD&A beginning on page 34 of this proxy statement.

Meetings

During 2016, the Board held a total of 5 meetings. Each incumbent director attended at least 75% of the aggregate of (1) the total number of meetings of the Board held during the period for which he or she had been a director and (2) the total number of meetings of the committee(s) of which he or she was a member during the period that he served. Mr. Golden, Mr. Hedayat and Ms. Sicupira each attended all of the Board meetings that took place subsequent to their election. The specific number of board meetings attended last year by each of our incumbent directors was as follows:

Director	Board Meetings Attended
Alexandre Behring	5/5
Marc Caira	5/5
Martin E. Franklin	3/5

Paul J. Fribourg	5/5
Neil Golden	3/3
Ali Hedayat	3/3
Thomas V. Milroy	5/5
Daniel S. Schwartz	5/5
Carlos Alberto Sicupira	5/5
Cecilia Sicupira	3/3
Roberto Moses Thompson Motta	5/5
Alexandre Van Damme	4/5

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In accordance with our Governance Guidelines, the Chairman of the Board will generally determine the frequency and length of Board meetings and will set the agenda for each Board meeting. Board members are encouraged to suggest the inclusion of additional items on an agenda, and any director may request that an item be placed on an agenda. Board meetings are generally held pursuant to a pre-determined schedule, with additional meetings scheduled as necessary.

We encourage all directors to attend the annual meetings of our shareholders. Mr. Schwartz attended the 2016 Annual Meeting.

Board Independence

It is the policy of the Board that a majority of directors must (i) be independent with no direct or indirect material relationship or business conflict with RBI and (ii) otherwise meet the definition of an independent director under U.S. and Canadian securities laws and listing standards of the NYSE and the TSX. Our Board has affirmatively determined that the following directors have no material relationship with RBI and otherwise qualify as independent based on all of the foregoing criteria: Messrs. Behring, Franklin, Fribourg, Hedayat, Golden, Milroy, Sicupira, Thompson Motta and Van Damme and Ms. Sicupira.

Under the NYSE listing standards, a director qualifies as independent if the board of directors affirmatively determines that the director has no material relationship with the listed company. While the focus of the inquiry is independence from management, the board is required to consider broadly all relevant facts and circumstances in making an independence determination.

National Instrument 58-201, or NI 58-201, provides guidance on corporate governance practices with respect to director independence, which reflect best practices established by the Canadian Securities Administrators (CSA), but are not intended to be prescriptive. Such best practices provide, among other things, that: (i) a company s board of directors should have a majority of independent directors; (ii) the chairman of the board should be an independent director; (iii) the board should appoint a nominating committee composed entirely of independent directors; and (iv) the board should appoint a compensation committee composed entirely of independent directors. Determinations in respect of independence for these purposes are similar to the requirements under the NYSE listing standards.

In conducting its evaluations of Messrs. Behring, Sicupira and Thompson Motta, the Board considered their affiliation with 3G Capital and with 3G Restaurant Brands Holdings General Partner Ltd., which currently controls approximately 96% of the outstanding Partnership exchangeable units, which represents over 40% of the combined voting interest in the company. In conducting its evaluation of Mr. Behring, the Board also considered his service on the board of directors of the Kraft Heinz Company, a supplier to our Burger King® restaurants.

The discussion leader for executive sessions of the Board is generally Alexandre Behring.

Director Term Limits

All directors are elected at the annual meeting of our shareholders for a term of one year. The Board does not believe it should expressly limit a director s tenure on the Board. RBI values the contribution of directors who over time have developed increasing insight into our company and operations and therefore provide an increasing contribution to the

Board as a whole. As an alternative to term limits, prior to recommending to the Board that one or more current directors be submitted to the shareholders for re-election, the NCG Committee reviews the performance of each director potentially standing for election or re-election, and makes appropriate recommendations to the Board concerning that director s candidacy.

Majority Voting Policy

The Board has adopted a Majority Voting Policy as required by the rules of the TSX. The policy is included in the Governance Guidelines and provides that, in an uncontested election, a director must be elected to the Board by

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at least a majority of the votes cast, which means that the number of shares voted FOR a director s election must exceed 50% of the number of votes cast with respect to that director s election. Votes cast with respect to a director s election includes votes to withhold authority. An uncontested election means an election where the number of nominees for director is equal to the number of directors to be elected. In a contested election, a plurality voting standard will apply.

If a nominee for director in an uncontested election does not receive the affirmative vote of at least the majority of the votes cast, the director must immediately tender his or her resignation to the NCG Committee. The NCG Committee will consider and recommend, and the Board will determine, whether or not to accept the offer of resignation. The Board will accept the offer of resignation absent exceptional circumstances that would warrant the director continuing to serve on the Board, as determined by the Board in accordance with its fiduciary duties to RBI, and the resignation will be effective upon the Board s acceptance. The decision of the Board shall be made within 90 days after the date of the shareholders meeting. Any director who tenders his or her resignation pursuant to the Majority Voting Policy shall not participate in the recommendation of the NCG Committee or the decision of the Board with respect to his or her resignation. A press release disclosing the Board s determination (and the reasons for rejecting the resignation, if applicable) shall promptly be issued and furnished to the SEC, the CSA and the TSX.

If the Board accepts any tendered resignation, the Board may either proceed to fill the vacancy through the appointment of a new director, or determine not to fill the vacancy and instead decrease the size of the Board.

Director Orientation and Continuing Education

We provide access to appropriate orientation programs, sessions or materials for new members of the Board for their benefit either prior to or within a reasonable period of time after their nomination or election to the Board, which shall include written materials and presentations by senior management regarding our business, strategic plans and policies. We and our Board encourage, but do not require, directors to participate in outside continuing education programs.

Board Committees

The Board has four standing committees the Audit Committee, the Compensation Committee, the NCG Committee, and the Operations and Strategy Committee as well as the Conflicts Committee. Each of the existing committees operates under a written charter. These charters set forth the responsibilities of each committee and are available in the Investors Corporate Governance section of our website at www.rbi.com, and such information is also available in print to any shareholder who requests it through our Corporate Secretary.

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Set forth below is a description of the responsibilities of each of our current Board committees and their current membership.

Audit Committee

Audit Committee Members	Audit Committee Functions	Number of Meetings in 2016
Paul J. Fribourg (Chair)	Oversee the quality and integrity of our financial statements and related disclosure;	4
Martin E. Franklin	Oversee the qualifications, independence and performance of our independent auditor;	
Thomas V. Milroy	Oversee the performance of our internal audit function;	
	Oversee our systems of disclosure controls and procedures, and internal controls over financial reporting;	
	Oversee our compliance with all legal and regulatory requirements and our compliance program;	
	Review and approve the Audit Committee report that is required by the SEC to be included in our annual proxy statement; and	
	Establish procedures for the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters.	

Directors serving on our Audit Committee may not simultaneously serve on the audit committees of more than two other public companies, unless the Board determines that such simultaneous service would not impair the ability of the director to effectively serve on the Audit Committee.

The Board of Directors has determined that each member of the Audit Committee meets the independence requirements and is financially literate according to the NYSE listing standards and the Canadian securities laws and that each member of the Audit Committee meets the enhanced independence standards for audit committee members required by the SEC. In addition, the Board has determined that Paul Fribourg is qualified as an audit committee financial expert within the meaning of SEC rules and has accounting and related financial management expertise within the meaning of the NYSE listing standards. For more information regarding Mr. Fribourg s business experience, see his biography under Proposal 1 Election of Directors. The discussion leader for executive sessions of the Audit Committee is generally Mr. Fribourg, the Chair of the Committee.

Compensation Committee

Compensation Committee Members	**Compensation Committee Functions**	**Number of Meetings in 2016**
Alexandre Behring (Chair) **Paul J. Fribourg** **Carlos Alberto Sicupira**	Oversee and set our compensation and benefits policies generally; Evaluate the performance of our CEO and the employees who report directly to the CEO (the CEO Direct Reports); Oversee and set compensation for the CEO, the CEO Direct Reports and the members of the Board; and Review our management succession plan.	1

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The Compensation Committee establishes, reviews and approves executive compensation based on, among other factors, an evaluation of the performance of the CEO and CEO Direct Reports in light of corporate goals and objectives relevant to executive compensation, including annual performance objectives, and makes recommendations to the Board of Directors with respect to the CEO s compensation. For further details on executive compensation, see the Compensation Discussion & Analysis, or CD&A, beginning on page 34 of this proxy statement.

Non-management director compensation is determined by the Board, upon recommendation of the Compensation Committee, taking into account general and specific demands of Board and committee service, Company performance, comparisons with other organizations of similar size and complexity, competitive factors, other forms of compensation received by directors, if any, and other factors which it deems relevant, all with the intent of aligning directors interests with the long-term interests of our shareholders. A management director receives no additional compensation for his or her service as a director. For more details on director compensation, see the discussion under the heading Director Compensation below on page 32.

Pursuant to its charter, the Compensation Committee may delegate to one or more officers of RBI the authority to make grants and awards of stock rights or options to any persons other than the CEO, any CEO Direct Report, and any person covered by Section 16 of the Securities Exchange Act of 1934, as amended (the Exchange Act). The Compensation Committee has delegated this authority to the CEO. In addition, as permitted under applicable law and the NYSE listing standards, the Compensation Committee may delegate its authority to one or more subcommittees or the Chairman of the Compensation Committee when it deems appropriate and in the best interests of RBI.

Pursuant to its charter, the Compensation Committee has the sole authority to retain and terminate any compensation consultant assisting the Compensation Committee in the evaluation of executive officer compensation, including sole authority to approve all such compensation consultant s fees and other retention terms. During 2016, the Compensation Committee did not engage any compensation consultants.

The Board of Directors has determined that each member of the Compensation Committee (i) meets the independence requirements of the NYSE listing standards, including the heightened independence requirements specific to compensation committee members, (ii) meets the requirements of an outside director pursuant to the Internal Revenue Code (the Code) and (iii) meets the requirements of a non-employee director under the Exchange Act.

Our Board believes that the Compensation Committee charter outlines an objective process for determining executive compensation based on objective criteria such as evaluating the performance of our executive officers in light of defined performance objectives. The discussion leader for executive sessions of the Compensation Committee is generally Alexandre Behring, the Chair of the Committee.

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Nominating and Corporate Governance Committee

NCG Committee Members	NCG Committee Functions	Number of Meetings in 2016
Alexandre Behring (Chair)	Identify individuals qualified to serve as members of the Board and recommend to the Board proposed nominees;	1
Carlos Alberto Sicupira	Advise the Board with respect to its composition, governance practices and procedures;	
Alexandre Van Damme	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;	
	Establish, monitor and recommend to the Board changes to the various committees and the qualifications and criteria for membership on each committee;	
	Recommend to the Board directors to serve on each standing committee and assist the Board in evaluating independence of those directors;	
	Recommend to the Board any action to be taken in connection with director resignations;	
	Oversee and evaluate the Board s performance and our compliance with corporate governance regulations, guidelines and principles; and	

Periodically review and recommend changes to our articles of incorporation and bylaws as they relate to corporate governance issues.

The Board is responsible for selecting and nominating directors for election, acting on the recommendation of the NCG Committee, and giving attention to the following qualifications and criteria:

High personal and professional ethics, integrity, practical wisdom and mature judgment;

Board training or prior public company board service, and/or senior executive experience in business, government, or education;

Expertise and skills that are useful to RBI and complementary to the background and experience of other Board members, as determined by the Board from time-to-time;

Diversity and balance among directors in terms of race, gender, geography, thought, viewpoints, backgrounds, skills, experience, and expertise from, among other areas, corporate environment (including different stakeholders in the quick service restaurant industry and the broader restaurant industry), accounting, finance, international, marketing, human resources, and legal services;

Willingness to devote the required amount of time to carrying out the duties and responsibilities of Board membership;

Commitment to serve on the Board over a period of several years to develop knowledge about RBI and its operations and provide continuity of Board members;

Willingness to represent our best interests and objectively appraise management s performance;

Tenure with the Board, past contributions to the Board, and/or whether advanced age may impact the expected continued capacity to serve as a director; and

Anticipated future needs of the Board.

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The NCG Committee believes that the Board should possess a broad range of skills, knowledge, business experience and diversity of backgrounds that provides effective oversight of our business. In connection with the selection of any new director nominee, the NCG Committee will assess the skills and experience of the Board, as a whole, and of each of the individual directors. The NCG Committee will then seek to identify those qualifications and experience sought in any new candidate that will maintain a balance of knowledge, experience and capabilities on the Board and produce an effective Board.

Selection of candidates is based on, first, the needs of RBI, and, second, identification of persons responsive to those needs. Although we do not have a formal, written policy relating to the identification and nomination of women directors, the NCG Committee seeks a diverse group of director candidates, including diversity with respect to race and gender. The NCG Committee believes that its goal is to assemble the best Board possible that will bring to us a variety of perspectives and skills derived from high quality business and professional experience. There are no specific, minimum qualifications that must be met by each nominee; however, the NCG Committee will evaluate a candidate s experience, integrity and judgment as well other factors deemed appropriate in adding value to the composition of the Board as set forth in the Governance Guidelines.

With regard to diversity, RBI is committed to seeking to attain a balance among directors. Specifically, any search firm retained to assist the NCG 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. The NCG Committee has the sole authority to negotiate and approve the search firm s fees and other retention terms.

We have not adopted a target regarding the number of women on our Board because we believe that a less formulaic approach to board composition, together with a rigorous search for qualified candidates based on the above qualifications and criteria, will best serve our needs. Our Board believes it is paramount to maintain flexibility in the nominating process in order to ensure that the most qualified available candidates are selected as circumstances dictate and the needs of the company evolve. There is currently one female director on the Board, Ms. Sicupira, representing 8% of our current directors.

As noted above, the Board is responsible for selecting and nominating director candidates based on the NCG Committee s recommendation. The Board believes that its Governance Guidelines outline objective qualifications and criteria (described above) that promote its objective selection and nomination of director candidates. Mr. Hedayat, who was appointed to the Board in 2016, was recommended to the NCG Committee by the Chairman of the Board. Ms. Sicupira, who was also appointed to the Board in 2016, was recommended to the NCG Committee by the Chief Executive Officer. Potential director candidates recommended by shareholders are evaluated in the same manner as other candidates recommended to the NCG Committee. The discussion leader for executive sessions of the NCG Committee is generally Alexandre Behring, the Chair of the Committee.

Operations and Strategy Committee

Operations and Strategy Committee	**Operations and Strategy Committee Functions**	**Number of Meetings in**

Members		2016
Daniel Schwartz (Chair)	Meet with management periodically to discuss and review the metrics used to evaluate marketing programs, product innovation, restaurant operations and guest experience for our brands;	5
Neil Golden	Understand the goals established by management to improve restaurant operations, promote product innovation and increase market share; and	
	Make recommendations to management on areas of improvement, and provide other feedback and guidance to management on behalf of the Board.	

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The Operations and Strategy Committee assists the Board in overseeing the development and implementation of the menu, marketing and restaurant operations strategies for our brands. The role of the Operations and Strategy Committee is advisory.

The Operations and Strategy Committee reviews and makes recommendations to management and the Board regarding the following:

- menu, marketing and restaurant operations strategies and plans for our brands;
- the digital technology created or proposed to be created for our brands;
- the impact of industry trends, performance and strategy of key competitors; and
- the impact of external developments and factors on our operations and marketing strategy.

Conflicts Committee

Conflicts Committee Members	Conflicts Committee Functions	Number of Meetings in 2016
Paul Fribourg (Chair) **Martin Franklin** **Thomas Milroy**	Consent to, approve and/or direct a number of actions under the partnership agreement (described in Appendix A to this proxy statement) where a real or potential conflict of interest could exist or arise as between RBI, Partnership, or holders of Partnership exchangeable units.	No meetings in 2016

In addition to the four standing committees, the Board of RBI, as the general partner of the Partnership, has established a Conflicts Committee which will be required to consent to, approve and/or direct a number of enumerated actions under the partnership agreement where a real or potential conflict of interest could exist or arise as between RBI, Partnership or holders of Partnership exchangeable units.

Each of the members of the Conflicts Committee is independent (as such term is defined in the partnership agreement) in accordance with the requirements of the partnership agreement.

Compensation Committee Interlocks and Insider Participation

None of Messrs. Behring, Fribourg or Sicupira was, during 2016, an officer (as defined in Rule 3b-2 under the Exchange Act) or employee of RBI, or formerly an officer of RBI. None of our executive officers served on the compensation committee or board of any company that employed any member of the Compensation Committee or our Board of Directors.

Code of Ethics/Conduct

Code of Business Ethics and Conduct for Non-Restaurant Employees. Our Board of Directors has adopted a Code of Business Ethics and Conduct applicable to all non-restaurant employees of RBI and its subsidiaries.

Code of Ethics for Executive Officers. Our Board of Directors has adopted a Code of Ethics applicable to our senior executives to promote the highest ethical standards in RBI s operation of its global business and the activities of senior management. We intend to provide disclosure of any amendments or waivers of our Code of Ethics on our website within four business days following the date of the amendment or waiver. Our senior executives certify compliance with the Code of Ethics for Executive Officers on an annual basis.

Code of Conduct for Directors. Our Board of Directors has adopted a Code of Conduct to acknowledge its responsibility for promoting an ethical culture through the actions of Board members and the effective oversight of our compliance programs, policies and procedures. Our Board members certify compliance with the Code of Conduct for Directors on an annual basis.

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Each of the Code of Business Ethics and Conduct for Non-Restaurant Employees, the Code of Ethics for Executive Officers and the Code of Conduct for Directors is available in the Investors Corporate Governance section of our website at www.rbi.com.

Our General Counsel and Chief Ethics and Compliance Officer monitors compliance with the Codes and reports any violations to the Board. Furthermore, each of the Code of Ethics for Executive Officers and the Code of Conduct for Directors contemplates that questions or concerns under the Code, as applicable, can be brought directly to the Chairman of the Board.

In addition, we have adopted the Restaurant Brands International Inc. Whistle Blowing Policy in order to provide for the receipt and treatment of complaints received by RBI with respect to violations of the Code of Business Ethics and Conduct for Non-Restaurant Employees, as well as other RBI policies and controls. According to the Whistle Blowing Policy, the General Counsel is responsible for conducting the investigation of any complaint received and reporting to the Audit Committee. The Audit Committee is responsible for overseeing the secure reporting process and determining what action should be taken with respect to a complaint. The Restaurant Brands International Inc. Whistle Blowing Policy is available in the Investors Corporate Governance section of our website at www.rbi.com.

Related Party Transaction Policy

The Board of Directors has adopted a written related person transactions policy, which is administered by the Audit Committee. This policy applies to any transaction or series of related transactions or any material amendment to any such transaction involving a related person and RBI or any subsidiary. However, under U.S. securities laws, RBI may not make any loan or other extension of credit to any of its directors or executive officers.

For purposes of the policy, related persons consist of executive officers, directors, director nominees, any shareholder beneficially owning more than 5% of any class of our voting securities, and immediate family members of any such persons. In reviewing related person transactions, the Audit Committee takes into account all factors that it deems appropriate, including whether the transaction is on terms no less favorable than terms generally available to an unaffiliated third party under the same or similar circumstances and the extent of the related person s interest in the transaction. No member of the Audit Committee may participate in any review, consideration or approval of any related person transaction in which the director or any of his or her immediate family members is the related person. All related person transactions will be disclosed in filings as required under applicable securities laws.

Certain Relationships and Related Transactions

Registration Rights Agreements

In connection with our initial public offering and our acquisition of Tim Hortons, we entered into registration rights agreements with three of our major shareholders. In 2012, in connection with the merger of Burger King Worldwide Holdings, Inc. with and into Justice Holdco LLC, and the transactions related thereto, BKW entered into separate registration rights agreements with 3G Special Situations Fund II, L.P. (the 3G Special Situations Fund) and with Pershing Square, L.P. and affiliated entities (collectively, the Pershing Shareholders), with respect to shares of BKW common stock purchased by such shareholders in the transaction. In 2014, in connection with our acquisition of Tim Hortons, we assumed the obligations under these registration rights agreements with respect to the registration of

common shares of RBI issued and issuable upon exchange of Partnership exchangeable units to these shareholders and their permitted transferees. In addition, we also entered into a registration rights agreement with National Indemnity Company, a wholly owned subsidiary of Berkshire Hathaway Inc. (National Indemnity), with respect to its common shares of RBI. These registration rights agreements give these shareholders and any permitted transferee the ability to require us to register for resale specific shares of RBI common shares, in certain circumstances and subject to limitations, either (i) upon demand, (ii) in a shelf registration statement or (iii) by piggybacking on another offering that we are conducting. Pursuant to these registration rights agreements, we are required to pay all expenses of any such registration, other than transfer taxes and underwriting discounts and commissions.

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Consulting Agreement

In December 2014, we entered into a consulting agreement with Mr. Caira, Vice Chairman of our Board, pursuant to which he agreed to provide transition services and assistance in connection with our efforts to expand certain of our brands globally (the Consulting Agreement). Recognizing that substantially all the services would be provided in 2015, we subsequently amended the Consulting Agreement. Pursuant to the Consulting Agreement, Mr. Caira received $1,425,000 in 2015 and $37,500 in 2016. He will receive an annual payment of $37,500 in 2017. The term of the Consulting Agreement commenced on January 1, 2015 and will terminate on December 31, 2017, subject to early termination by either party under certain circumstances.

Employee Indebtedness

None of our current or former directors or executive officers has any amount of indebtedness outstanding to us. As of March 28, 2017, the aggregate amount of indebtedness outstanding by all current and former employees of RBI and any of its subsidiaries, and their respective associates, is as follows:

Purpose	Aggregate Indebtedness (C$) to RBI or its Subsidiaries
Other	1,676,787.46 (1)

(1) The reported aggregate indebtedness consists of loans denominated in U.S. dollars, Euros and Singapore dollars and was converted from these currencies to the Canadian dollar equivalent using the following exchange rates published by the Bank of Canada for March 28, 2017: 1 U.S. dollar = 1.3374 Canadian dollars; 1 Euro = 1.45 Canadian dollars; and 1 Singapore dollar = 0.9592 Canadian dollars.

Executive Officer Diversity

We do not have a formal policy which specifies targets regarding the representation of women in executive officer positions. While we believe that diversity including gender diversity is an important consideration in determining the makeup of our executive team, it is only one of a number of factors (which include merit, talent, experience, expertise, leadership capabilities, innovative thinking and strategic agility) that are considered in selecting the best candidates for executive positions. We currently have four female executive officers, Jacqueline Friesner, Controller and Chief Accounting Officer, Jill Granat, General Counsel and Corporate Secretary, Andrea John, Head of Finance, Tim Hortons and Tammy Sadinsky, Head Of Marketing, Tim Hortons, Canada who comprise 36% of our eleven executive officers (as defined under Canadian securities laws for these purposes).

Risk Management

Board Role in Management of Risk

The Board is actively involved in the oversight and management of risks that could affect RBI. This oversight and management is conducted primarily through its committees, but the full Board has retained responsibility for general

oversight of risks. The Audit Committee is primarily responsible for overseeing the risk management function, specifically with respect to management s assessment of risk exposures (including risks related to liquidity, operations and regulatory compliance), and the processes in place to monitor and control such exposures. In carrying out its responsibilities, the Audit Committee works closely with members of our management team responsible for monitoring such risks. The other committees of the Board consider the risks within their areas of responsibility. The Board satisfies its oversight responsibility through reports by each committee chair regarding the committee s considerations and actions, as well as through regular reports directly from officers responsible for oversight of particular risks within RBI.

Compensation Risks

Based on a comprehensive review and analysis of our incentive plans and programs, the Compensation Committee believes these programs are not reasonably likely to give rise to risks that would have a material

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adverse effect on our business. The Compensation Committee considered the following factors as part of its review and analysis of our incentive plans and programs:

- Rigorous oversight from the Board, Compensation Committee and senior management with discretion to award and/or reduce payouts if excessive risk is taken;
- Linkage of individual performance targets to the strategic plan established for the CEO by the Board and cascaded through a comprehensive process;
- Properly balanced pay mix between fixed and variable compensation;
- Annual cash incentive plan that measures business performance through a profitability metric (Organic Adjusted EBITDA growth) and includes free cash flow and overhead expense that gauge quality of performance;
- Capping annual cash incentive plan payouts to a maximum of 127.2% of the worldwide target;
- Equity awards in the form of stock options and performance based restricted share units with a five-year cliff vest; and
- Bonus swap program that encourages retention of shares by requiring the forfeiture of matching stock options and restricted share units if shares are sold prior to vesting.

Director Compensation

General. The Board maintains a compensation arrangement for the non-management directors of the Board. The Board compensation arrangement is comprised of the following:

- *Initial Equity Grant*. Under our director compensation program, each non-management director was entitled to receive a one-time grant of stock options when first appointed to the Board. In 2016, this amount was set at a notional value of $1,000,000, an increase from $500,000 ($1,000,000 for the Chairman). Messrs. Golden and Hedayat, and Ms. Sicupira received their one-time option grant in 2016 following their election or appointment, as applicable, to the Board. Messrs. Caira and Milroy received their one-time grant in 2015 and Messrs. Behring, Franklin, Fribourg, Sicupira, Thompson Motta and Van Damme received their one-time grant when they were first elected to the board of directors of BKW.

Retainer Fees. For 2016, non-management directors other than the Chairman and Vice Chairman were entitled to receive an annual retainer of $50,000, the Chairman was entitled to receive an annual retainer of $100,000 and the Vice Chairman was entitled to receive an annual retainer of $75,000. Each non-management member of the Audit Committee, Compensation Committee and NCG Committee was entitled to receive an annual committee fee of $10,000. In April 2016, the Board approved an annual fee of $75,000 to non-management members of the Operations and Strategy Committee. The retainer component of the director compensation arrangement for 2017 is the same as it was in 2016.

Non-management directors have the opportunity to elect to defer their annual retainer and committee fees and, in lieu of the cash fees, to receive a grant of restricted share units (RSUs) with a value of two times the foregone fees which will settle upon termination of board service.

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The following table summarizes compensation paid to each of our non-management directors during 2016. Mr. Schwartz, our Chief Executive Officer, is omitted from the table as he does not receive any additional compensation for his services as a director.

	RBI Director Compensation		
Name	**RSUs($)[1][2]**	**Options($)[2]**	**Total 2016 Director Compensation**
Alexandre Behring	240,000		$ 240,000
Marc Caira	150,000		$ 150,000
Martin E. Franklin	120,000		$ 120,000
Paul J. Fribourg	140,000		$ 140,000
Neil Golden	139,726[3]	218,514	$ 358,240
Ali Hedayat	46,301[3]	218,514	$ 264,815
Thomas V. Milroy	120,000		$ 120,000
Carlos Alberto Sicupira	140,000		$ 140,000
Cecilia Sicupira	46,301[3]	218,514	$ 264,815
Roberto Moses Thompson Motta	100,000		$ 100,000
Alexandre Van Damme	120,000		$ 120,000

(1) All of our directors elected to defer their retainer and committee fees for 2016 and to receive restricted share units (RSUs) in lieu of cash with a value of two times the foregone fees. All of the directors made this election either in December 2015 or upon their election or appointment in 2016. The RSUs were granted on December 30, 2016 based on the closing price of a common share of RBI on the date prior to the grant date, or December 29, 2016, and were fully vested on the grant date. The number of RSUs granted to each of the directors was determined based on the amount of the director s retainer and committee fees, if applicable, divided by the closing price of a common share of RBI on December 29, 2016, which was $47.92, multiplied by two. The RSU amounts reflect the aggregate grant date fair value of awards for the fiscal year ended December 31, 2016 computed in accordance with FASB ASC Topic 718.

(2) The amounts in the Options column reflect the aggregate grant date fair value of the one-time option grants made on August 6, 2016 to Messrs. Golden and Hedayat and Ms. Sicupira following their election or appointment, as applicable, to the Board computed in accordance with FASB ASC Topic 718. For additional information on the valuation assumptions regarding these awards, refer to Note 14 to our audited consolidated financial statements for the fiscal year ended December 31, 2016, which are included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2016 filed with the SEC and on SEDAR at www.sedar.com.

(3) The amount of the retainer and, if applicable, committee fees for Messrs. Golden and Hedayat and Ms. Sicupira was prorated based on the number of days that each director served on the Board for 2016.

The table below sets forth the aggregate number of RSUs and unexercised stock options held by each non-management director as of December 31, 2016:

Name	RSUs	Options
Alexandre Behring	106,862	212,105
Marc Caira	7,169	117,747
Martin E. Franklin	14,099	32,786
Paul J. Fribourg	53,036	106,050
Neil Golden	2,915	21,381
Ali Hedayat	966	21,381
Thomas V. Milroy	5,735	11,831
Carlos Alberto Sicupira	54,386	106,050
Cecilia Sicupira	966	21,381
Roberto Moses Thompson Motta	9,526	25,627
Alexandre Van Damme	19,482	141,105

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EXECUTIVE

COMPENSATION

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COMPENSATION DISCUSSION AND ANALYSIS

General Overview

This Compensation Discussion and Analysis, which we refer to as the CD&A, outlines our compensation philosophy and objectives and describes our executive pay programs for 2016 and, specifically, for the following named executive officers, whom we refer to as our NEOs:

- Daniel Schwartz, our Chief Executive Officer or CEO ;
- Joshua Kobza, our Chief Financial Officer or CFO ;
- José Cil, our President, Burger King, or BK, brand;
- Elias Diaz Sesé, our President, Tim Hortons, or TH, brand; and
- Heitor Gonçalves, our Chief Information, People and Performance Officer.

Unless otherwise specified, all dollar amounts set forth in this CD&A are in U.S. dollars.

Compensation Philosophy

Our compensation philosophy is based on pay-for-performance and meritocratic principles. Our compensation programs are designed to accomplish each of the following goals:

- rewarding superior financial and operational performance;
- placing a significant portion of compensation at risk if performance goals are not achieved;
- aligning the interests of the NEOs with those of our shareholders; and

enabling us to attract, retain and motivate top talent.

As described in further detail below, consistent with these goals, our compensation programs are designed to complement each other to provide a clear link between what we pay our NEOs and RBI s performance over both short- and long-term periods. Our NEO compensation package for 2016 reflects this commitment. For 2016, 87% of our CEO s target total direct compensation and an average of 88% of our other NEOs target total direct compensation was performance-based or equity-based.

CEO Target Total Direct Compensation **Average of Other NEOs Target Total Direct Compensation**

Oversight of Executive Compensation Programs

Role of Compensation Committee

The Compensation Committee is responsible for establishing and overseeing our compensation philosophy and for setting our executive compensation and benefits policies and programs generally. In formulating our executive compensation packages, the Compensation Committee does not benchmark to a particular industry or group of companies, but it draws information from general experience and the experience of other companies in which principals of 3G Capital have an ownership interest.

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Consideration of Stockholder Advisory Vote

As part of its compensation setting process, the Compensation Committee also reviews the results of the prior year s shareholder advisory vote, including the fact that 97% of the votes cast were voted in favor of RBI s executive compensation at the 2016 Annual Meeting. The Compensation Committee intends to annually review the results of the advisory vote and will be cognizant of this feedback as it completes its annual review of each pay element and the total compensation packages of our named executive officers.

Role of Executives in Establishing Compensation

Annually, the CEO proposes the financial metric and threshold, target and maximum performance levels for the Annual Bonus Program, subject to Board approval. The CEO also proposes the individual performance goals that will determine Individual Achievement under our Annual Bonus Program. These individual performance goals are then approved by the Board for the CEO and by the Compensation Committee for the CEO Direct Reports, including the other NEOs. The Compensation Committee evaluates the performance of the CEO, determines the CEO s final Individual Achievement, and recommends to the full Board the bonus payout of the CEO for approval. The Compensation Committee approves the final Individual Achievement and bonus payout for each of the other NEOs based on the CEO s recommendation. In addition, our CEO provides the Compensation Committee with recommendations regarding base salary and annual target bonus levels for the upcoming year and the aggregate total long-term incentive value that each NEO (other than the CEO) should receive.

Elements of Compensation Program

As noted above, our compensation program is based on a pay-for-performance philosophy. This section of the CD&A provides an overview of each element of our compensation program and describes both the process for determining such compensation and how such compensation relates to RBI s pay-for-performance philosophy and meritocratic principles. The following table summarizes the primary elements and objectives of our 2016 compensation program for executive officers, including NEOs.

Element	Description	Primary Objective
Base Salary	Ongoing cash compensation based on the executive officer s role and responsibilities, individual job performance and experience	Provides a competitive compensation package
Annual Cash Incentive (Annual Bonus Program)	Annual cash incentive with target award amounts for each executive officer	Driving top-tier performance (short-term)

	Actual cash payouts are linked to achievement of annual company and individual performance, and can range from 0%-127% of target	Motivate and reward
Stock Options	Discretionary stock option awards that cliff vest after a five-year period	Driving top-tier performance (long-term) Alignment with shareholders Performance incentive Realized value linked entirely to stock appreciation Retention incentive

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Element	Description	Primary Objective
Restricted Share Units (RSUs)	Awarded pursuant to our bonus swap program. RSUs cliff vest after a five-year period	Driving top-tier performance (long-term) Alignment with shareholders Retention incentive
Performance Based Restricted Share Units (PBRSUs)	Awarded to top performers or key hires on a discretionary basis 3 year performance period PBRSUs cliff vest after a five-year period	Rewarding exemplary performance Driving top-tier performance (long-term) Alignment with shareholders Performance incentive Retention incentive

Base Salaries

Objectives and Considerations. Base salary is the principal fixed element of executive compensation at RBI. We provide a base salary to recognize the skills, competencies, experience and individual performance that the CEO and each CEO Direct Report brings to his or her position. In addition, because the Company s executive officers operate as a team, the Compensation Committee also considers internal pay equity in establishing the base salary of the CEO Direct Reports. The Compensation Committee annually reviews the base salary of the CEO and each CEO Direct Report. We believe that the base salary review process serves our pay-for-performance philosophy because pay increases are generally performance-based and dependent on the NEO s success and achievement in his role. In addition, each NEO s target annual incentive award opportunity, as described below, is based on a percentage of his base salary. Therefore, as NEOs earn performance-based salary increases, their annual incentive award opportunities also increase proportionately.

2016 Actions. Based upon his significant contribution to the integration of the Tim Hortons brand into RBI and the responsibilities he has assumed in connection with the expansion of Tim Hortons worldwide as well as internal equity considerations, the Compensation Committee approved an increase in the 2016 base salary of Mr. Kobza from $500,000 to $600,000.

Annual Bonus Program

Objectives and Considerations. Annual cash incentives are performance-based and designed to motivate and reward employees who contribute positively towards our business strategy and achieve their individual performance goals. Annual cash incentives are only paid if we achieve our minimum financial goals for the calendar year.

Plan Design. Most corporate employees, including our NEOs, are eligible to receive an annual performance-based cash bonus based on (1) business performance and (2) their individual performance.

The formula for determining an eligible employee s annual cash bonus under the 2016 Annual Bonus Program (the bonus payout or payout) is set forth below.

Target Bonus	**X**	**Achievement Percentage**	**X**	**Global Multiplier**	**=**	**Bonus Payout**

However, the actual bonus payout is subject to (1) up to a 30% reduction if RBI does not meet its minimum free cash flow target and (2) an up or down 20% adjustment based on a qualitative evaluation of RBI s performance and the executive s performance. (See Free Cash Flow Adjustment and Adjustment Factor discussed below).

The actual bonus amounts are set forth in the 2016 Summary Compensation Table in this proxy statement. As discussed below, all of the NEOs elected to use a portion of their cash bonus to purchase common shares of RBI in the 2016 Bonus Swap Program, which, we believe, demonstrates our NEOs alignment with our shareholders and their confidence in our long-term success.

Target Bonus. The annual target bonus for each participating employee is expressed as a percentage of base salary as of September 30th. Target bonuses are set based on the employee s level, his or her experience, responsibilities, internal equity considerations and prior year s performance. Due to the nature of the CEO s role and responsibilities, the CEO s target bonus as a percentage of base salary is greater than that of the other NEOs.

For 2016, the Compensation Committee approved an increase in the target bonus (as a percentage of base salary) for Mr. Kobza from 150% to 180% based on his significant contribution to the integration of the Tim Hortons brand into RBI and the responsibilities he has assumed in connection with the expansion of Tim Hortons worldwide as well as internal equity considerations.

Achievement Percentage. An executive s Achievement Percentage is comprised of Business Achievement (50%) and Individual Achievement (50%).

Business Achievement Each year the board of directors of RBI establishes (1) the financial metric which will be used for measuring the financial performance of RBI and for our business units and (2) the threshold, target and maximum performance levels which will apply to the calculation of each executive s bonus based on the scope of the executive s role within RBI. For each NEO, of the 50% allocated to Business Achievement, the maximum payout is subject to a cap of 56% should the maximum performance level be achieved.

For 2016, the Board again selected Organic Adjusted EBITDA growth, measured year-over-year, assuming budgeted currency exchange rates, as the financial measure for Business Achievement to facilitate performance comparisons from period to period. Business Achievement was measured solely on RBI Organic Adjusted EBITDA growth for each of Messrs. Schwartz, Kobza and Gonçalves based on their roles and scope of responsibility at the RBI level. For Mr. Cil, of the 50% allocated to Business Achievement, 20% was measured on RBI Organic Adjusted EBITDA growth and 30% was measured on BK Brand Organic Adjusted EBITDA growth excluding the impact of allocated shared services expenses. For Mr. Diaz Sesé, of the 50% allocated to Business Achievement, 20% was measured on RBI Organic Adjusted EBITDA growth and 30% was measured on the TH Core Operations business unit s Organic Adjusted EBITDA growth excluding the impact of allocated shared services expenses. The TH Core Operations business unit s Organic Adjusted EBITDA growth measures only consumer-facing core operations of the Tim Hortons business.

In this CD&A, we refer to the year-over-year growth of RBI Organic Adjusted EBITDA as RBI EBITDA Growth Achievement , the year-over-year growth of BK Brand Organic Adjusted EBITDA as BK Brand EBITDA Growth Achievement and the year-over year growth of the TH Core Operations business unit s Organic Adjusted EBITDA as the TH Core Operations EBITDA Growth Achievement .

For 2016, the Compensation Committee also established the threshold, target and maximum performance levels, using the prior year s actual results as a baseline to determine the growth achievement in the current year. The Compensation Committee set the year-over-year Organic Adjusted EBITDA threshold, target and performance level growth targets

for the BK Brand and the TH Core Operations business unit based on the confidential business plan and budget for each business unit in 2016. The maximum performance targets for the BK Brand and the TH Core Operations business unit were set at ambitious levels and could only be attained upon achievement of strong financial results of the respective business unit.

Similar to last year, the threshold for each metric was set at 80% of the target performance level, while the maximum was set at 120% of the target level.

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Our threshold, target and maximum performance levels as well as RBI EBITDA Growth Achievement were as follows:

2016 EBITDA Growth Performance Levels

	EBITDA Growth Achievement			
	Threshold	**Target**	**Maximum**	**EBITDA Growth Achievement**
RBI	12%	15%	18%	16%

For 2016, BK Brand EBITDA Growth Achievement was at the threshold, or 80% of the target performance level. In determining BK Brand EBITDA Growth Achievement for 2016, the Compensation Committee eliminated the impact of certain non-core income and expenses in order to reflect our fundamental operating results. For 2016, TH Core Operations EBITDA Growth Achievement was at 98% of target performance level. There were no adjustments for non-core income or expenses made in calculating TH Core Operations EBITDA Growth Achievement. RBI EBITDA Growth Achievement was at +11% of target performance level, or 111%.

Based on the foregoing results, the Business Achievement for each NEO was as follows: Mr. Schwartz, 53.20%; Mr. Kobza, 53.20%; Mr. Cil, 44.10%; Mr. Diaz Sesé, 49.52% and Mr. Gonçalves, 53.20%, respectively.

Individual Achievement We measure Individual Achievement based on a participant s overall achievement of his or her individual performance goals. At the beginning of the year, a participant is assigned multiple quantitative and qualitative metrics called Key Performance Indicators or KPIs and each KPI is assigned a weighting. The Board approves the KPIs for the CEO and the Compensation Committee approves the KPIs for the CEO Direct Reports. None of the individual KPIs is material to understanding how the bonus program operated, or how annual cash incentive amounts were determined, in 2016.

At the end of each year, the Chairman of the Compensation Committee evaluates the individual performance of the CEO, and the CEO evaluates the individual performance of the CEO Direct Reports, including the other NEOs. Each KPI is expressed as a percentage of completion and is assigned a corresponding weight (with 100% being full completion of each KPI and reflective of the maximum award applicable to each KPI). Individual Achievement represents the sum of the percentage completion of each KPI after the appropriate weight has been applied to each. If a participant s Individual Achievement is less than 50%, then he or she will not receive a bonus payout for that year even if the Business Achievement target is met or exceeded.

Individual Achievement for the NEOs for 2016 was 62.0%, 80.5%, 64.5%, 59.5% and 83.5% for Messrs. Schwartz, Kobza, Cil, Diaz Sesé and Gonçalves, respectively. In the case of Mr. Cil, Mr. Schwartz approved an upward adjustment of 2.5% to 67%, resulting in an increase of approximately $15,000 to Mr. Cil s bonus payment. The Compensation Committee then approved this upward adjustment.

Global Multiplier. Each executive s bonus is subject to a Global Multiplier which can increase or decrease the bonus payout by up to 20%. For 2016, as in prior years, our Global Multiplier was based on RBI EBITDA Growth Achievement. If RBI EBITDA Growth Achievement is below target, then no bonuses would be paid in the Company.

If RBI EBITDA Growth Achievement meets the threshold level, there would be a 20% reduction to the payout, achievement at the target level would represent no adjustment to the payout, while achievement at the maximum level would represent a 20% increase to the payout. If RBI EBITDA Growth Achievement falls between the threshold level and target level or between the target level and the maximum level, the Global Multiplier percentage would be calculated on a linear basis. Based on 2016 RBI EBITDA Growth Achievement, our Global Multiplier was 111%.

Free Cash Flow Adjustment and Adjustment Factor. If we do not achieve the minimum free cash flow target that we established for 2016, then the bonus payout for all participants would be reduced by 30%. For 2016, we exceeded the 2016 free cash flow target. In addition, the CEO may adjust the bonus payout for any employee (other than the CEO) up or down by up to 20% based on a qualitative evaluation of our performance and the

individual executive s performance, subject to final approval of any such adjustment for the CEO and any CEO Direct Report and the amount of the overall bonus payout by the Compensation Committee. The Compensation Committee may adjust the bonus payout of the CEO up or down by up to 20% based on a similar evaluation.

Limit on 2016 Annual Bonus Program Payouts. For 2016, the Compensation Committee established an umbrella plan for certain covered employees of RBI, as defined in Section 162(m) of the Internal Revenue Code (the Code) to comply with the requirements of Section 162(m). The maximum bonus opportunity for 2016 was the lesser of $10 million or 5% of RBI s 2016 EBITDA for Mr. Schwartz and 4% of 2016 EBITDA for the other NEOs, provided that EBITDA for 2016 was at least $500 million. Since RBI s 2016 EBITDA was in excess of $500 million, the maximum bonus opportunity for each NEO was $10 million. The umbrella plan serves only to provide a ceiling on the maximum bonus payout that any NEO may receive, and the actual bonus paid to each NEO was determined pursuant to the 2016 Annual Bonus Program described above. In January 2017, the Compensation Committee certified that, based on RBI s EBITDA for 2016, the maximum bonus payout for each NEO for 2016 was $10 million. The Compensation Committee then exercised negative discretion to pay a lesser amount to each NEO consistent with the 2016 Annual Bonus Program.

Annual Bonus Swap Program

Objectives and Considerations. As part of its commitment to fostering an ownership mentality, RBI provides its executives with an opportunity to invest a portion of their annual cash bonus into RBI common shares (we refer to these purchased shares as Investment Shares), and leverage that investment through the issuance of matching RSUs (we refer to these RSUs as Bonus Matching RSUs).

2016 Bonus Swap Program. Under the 2016 Bonus Swap Program, eligible employees were offered an opportunity to use either 25% or 50% (the Swap Election Percentage) of their calculated net bonus for 2016 (after deducting an amount based on a theoretical tax rate of 40%) to purchase Investment Shares. The Swap Election Percentage for each of our NEOs was 50%. The number of Investment Shares purchased was calculated as the product of the calculated net bonus and the Swap Election Percentage, divided by the closing price reported on the TSX (denominated in Canadian dollars) for Canadian participants or on the NYSE (denominated in U.S. dollars) for all other participants, in each case on the trading day prior to the date of purchase.

Employees who elected to purchase Investment Shares also received Bonus Matching RSUs, based on their Swap Election Percentage and their level within the organization. For each NEO, the Bonus Matching RSUs were calculated by (1) multiplying the NEO s gross bonus by the Swap Election Percentage, or 50%, (2) multiplying this amount by two (the RSU matching multiplier), and (3) dividing the total by the closing price reported on the NYSE (or the TSX, in the case of Mr. Diaz Sesé) on the trading day prior to the grant date. Both the purchase date of the Investment Shares and the grant date for the Bonus Matching RSUs were the same as the bonus payment date under the 2016 Annual Bonus Program, which was February 24, 2017.

The Matching RSUs will cliff vest on December 31, 2021. All of the Matching RSUs will be forfeited if an NEO s employment is terminated for any reason other than death or disability (including due to retirement or termination without cause) prior to December 31, 2018. If an NEO sells more than 50% of his Investment Shares before the vesting date, he will forfeit 100% of the Matching RSUs. An NEO who sells 50% or less of the Investment Shares before the vesting date will forfeit 50% of the Bonus Matching RSUs and a proportional amount of the remaining

Bonus Matching RSUs. The Compensation Committee approved the grants of Bonus Matching RSUs to the participants in the 2016 Bonus Swap Program in January 2017.

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The following table sets forth, for each NEO, the number of Bonus Matching RSUs issued to such NEO:

NEO	2016 Bonus Matching RSUs (#)
Daniel Schwartz	26,850
Joshua Kobza	20,114
José Cil	16,694
Elias Diaz Sesé	17,060(1)
Heitor Gonçalves	14,192

(1) The number of Bonus Matching RSUs for Mr. Diaz Sesé was based on his U.S. dollar denominated bonus. The Bonus Matching RSUs will be reported in the 2017 Summary Compensation Table and 2017 Grants of Plan-Based Awards Table.

2015 Bonus Swap Program. The terms of the 2015 Bonus Swap Program are substantially the same as the 2016 Bonus Swap Program. The amounts set forth below reflect the Bonus Matching RSUs issued to each NEO:

NEO	2015 Bonus Matching RSUs (#)
Daniel Schwartz	57,915
Joshua Kobza	26,730
José Cil	35,640
Elias Diaz Sesé	44,550(1)
Heitor Gonçalves	29,700

(1) The number of Bonus Matching RSUs for Mr. Diaz Sesé was based on his U.S. dollar denominated bonus. Additional information regarding these Bonus Matching RSUs is provided in the 2016 Grants of Plan Based Awards Table and the 2016 Outstanding Equity Awards at Fiscal Year-End Table.

Discretionary Equity Grants

From time to time, we may make discretionary stock option awards to employees, at such time as the Compensation Committee or our CEO determines appropriate. Stock options are granted with an exercise price based on the fair market value of an RBI common share on the grant date and thus have value only to the extent that the value of our common shares increases after the grant date. Stock options typically cliff vest on the fifth anniversary of the grant date.

In 2016, the Compensation Committee approved discretionary option awards of 250,000 stock options, 125,000 stock options, 150,000 stock options and 150,000 stock options, to Messrs. Schwartz, Cil, Diaz Sesé and Gonçalves, respectively, for exemplary performance. The options have an exercise price of $33.67 and will cliff vest on February 26, 2021. Additional information regarding these stock options is provided in the 2016 Grants of Plan Based Awards Table and the 2016 Outstanding Equity Awards at Fiscal Year-End Table.

In addition, on February 26, 2016, the Compensation Committee approved a discretionary award of 350,000 performance based RSUs (or PBRSUs) to Mr. Kobza, our CFO, for exemplary performance. The PBRSUs will be earned over a three-year period, based on RBI s compound annual growth of Organic Adjusted EBITDA for the period beginning on January 1, 2015 and ending on December 31, 2018. The Committee established an 80% of target threshold, below which no shares are earned. If 80% of the performance target is achieved, Mr. Kobza will receive a maximum of 210,000 shares; if the performance target is achieved, Mr. Kobza will receive a maximum of 350,000 shares; and if 120% of the performance target is achieved, Mr. Kobza will receive a maximum of 420,000 shares. Once earned, the PBRSUs will cliff vest on February 26, 2021. Additional information regarding this award is provided in the 2016 Grants of Plan Based Awards Table and the 2016 Outstanding Equity Awards at Fiscal Year-End Table. If achievement falls between the threshold level and the target level or between the target level and the maximum level, the number of shares earned by Mr. Kobza would be calculated on a linear basis.

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Stock Incentive Plans

Any equity-based awards described in this section are subject to the terms of the relevant stock incentive plans pursuant to which they have been issued. Our stock incentive plans, including the Restaurant Brands International Inc. Amended and Restated 2014 Omnibus Incentive Plan (the 2014 Omnibus Plan), are described in Appendix C to this proxy statement.

Benefits and Perquisites

In addition to base salary, annual cash bonuses and long-term equity incentives, we provided and continue to provide (except as set forth below) the following executive benefit programs to our NEOs and other executives:

Executive Life Insurance Program

The Executive Life Insurance Program provides life insurance coverage which is paid by us and allows our U.S. executives to purchase additional life insurance coverage at their own expense. Coverage for our NEOs, except with respect to Mr. Diaz Sesé, is limited to the lesser of $1.3 million or 2.75 times base salary. For Mr. Diaz Sesé, his Executive Life Insurance Program is equal to four times base salary, subject to a C$1.0 million limit.

Certain Other Benefits

We also maintain a comprehensive benefits program consisting of retirement income and health and welfare plans, which are available to the NEOs on the same basis as all other full-time employees. The objective of the program is to provide full-time employees with reasonable and competitive levels of financial support in the event of retirement, death, disability or illness, which may interrupt the eligible employee s employment or income received as an active employee. Our health and welfare plans consist of life, disability and health insurance benefit plans that are available to all eligible full-time employees. We also provide a 401(k) plan that is available to all eligible full-time U.S. employees. The 401(k) plan includes a matching feature of up to 4% of the employee s base salary, subject to IRS limits.

All of our TH Canadian employees, including Mr. Diaz Sesé, are required to participate in TH s retirement plan, a defined contribution plan (the TH Retirement Plan). Participants become eligible once they have completed 12 months of full-time continuous employment (or 24 months of part-time employment). Participants contribute 2% of their base salary, while TH contributes an amount equal to 5% of their base salary. Participants can make voluntary additional contributions, which TH will match up to an additional 1% of base salary. All contributions under the plan are subject to legislated maximum limits (a combined total of C$25,370 per individual for both employer and employee contributions in 2016). Benefits vest immediately. Upon retirement, participants are entitled to receive the aggregate balance of their plan account. Payments are made periodically to the participant and, upon his or her death, payments continue to be made to the participant s survivor. Participants may elect to receive payments over 5, 10 or 15 years, or have an annuity purchased. Employees who are no longer employed by Tim Hortons may withdraw the benefit amounts prior to retirement in accordance with Canadian laws and regulations governing the plan. TH also offers executive medical benefits, life and accidental death and dismemberment insurance.

RBI provides tax support in the form of tax equalization and tax preparation services to each of the NEOs for business reasons. We also pay for annual comprehensive physicals for employees at the level of vice president and above. From time to time RBI provides other limited perquisite benefits. Further details are provided in the 2016 All Other Compensation Table.

Clawback and Anti-Hedging Policies

In January 2017, the Compensation Committee adopted a clawback policy which requires RBI to seek to recoup incentive awards made to RBI s executive officers if the financial results on which such awards were based are subsequently restated within a two year period and the executive officer s intentional misconduct contributed to

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the restatement. In January 2017, our Board approved an amendment to the 2014 Omnibus Plan to provide that any awards granted under the plan are subject to recoupment pursuant to the clawback policy and applicable law. In addition, our stock option and RSU award agreements provide that, in certain circumstances, the award and any proceeds or other benefits a participant may receive may be subject to forfeiture and/or repayment to RBI. Our insider trading policy limits the timing and types of transactions in RBI securities by executive officers, including our NEOs. Among other restrictions, the policy prohibits short-selling RBI securities and transacting in puts or calls on RBI securities.

Stock Ownership Guidelines

To further align the interests of RBI s executive officers with those of its stockholders and ensure a long-term perspective, the Compensation Committee adopted minimum stock ownership guidelines for executive officers in January 2017.

The minimum ownerships levels are as follows:

Position	Multiple of Base Salary
CEO	5x Base Salary
Other Executive Officers	4x Base Salary

Executive officers have five years from the adoption date of the policy or from their initial promotion into an eligible position to achieve the required ownership levels. The Compensation Committee may allow exceptions to these guidelines in the event of hardship or other extraordinary circumstances.

The guidelines provide that (1) outstanding RBI shares and Partnership exchangeable units directly owned, (2) outstanding RBI shares and Partnership exchangeable units held by an executive officer s spouse or dependent children or by a trust held for the benefit of the executive s dependent children and (3) vested options (calculated on after-tax net proceeds, assuming a 45% tax rate) may be included in determining whether an executive officer has met the minimum ownership requirement. Until such time as an executive officer has met his or her minimum required ownership, he or she must retain 100% of all shares, net of taxes, received from the settlement of restricted stock awards granted under our incentive plans.

Employment Agreements

Employment Agreements with Messrs. Schwartz, Kobza and Gonçalves

RBI and two of its subsidiaries, Burger King Corporation and The TDL Group Corp., have employment agreements in place with each of Messrs. Schwartz, Kobza and Gonçalves due to the fact that these executives allocate their working hours among RBI and the subsidiaries. Each such company will be responsible for paying that portion of the executive s salary based on the percentage of the executive s working hours allocated to such company, but the total amount of base compensation to be paid to each of Messrs. Schwartz, Kobza and Gonçalves by all such companies is $800,000, $600,000 and $500,000, respectively. Each executive is eligible to participate in the annual bonus program incentive plan maintained by RBI, in its sole discretion. For 2017, the target bonus for Messrs. Schwartz, Kobza and

Gonçalves (as a percentage of base salary) is 300%, 200% and 150%, respectively. The bonus will be paid to the executives by the respective companies based on the same allocation applied to base compensation. Each of the executives is tax equalized to the U.S. to help ensure that the executive does not gain or lose financially due to the different tax and social security implications or consequences of the executive s employment with the three companies. Also, pursuant to these employment agreements, RBI pays for tax preparation services for Messrs. Schwartz, Kobza and Gonçalves. Either the company or the executive may terminate the employment relationship at any time. If a company terminates the employment of an executive under its respective employment agreement without cause or due to the executive s death or disability, the provisions of RBI s policies relating to termination of employment applicable to employees at the executive s grade level as in effect at the time of termination, including, if applicable, RBI s severance policy, or provincial employment standards legislation, if such legislation provides for greater severance benefits,

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will apply. This severance will be paid to the executives by the respective companies based on the same allocation applied to base compensation. If an executive is terminated by one company, his employment with the other companies will also terminate.

Non-Competition and Confidentiality

Each of the NEOs has agreed in his employment agreement or in a non-compete, non-solicitation and confidentiality agreement (i) not to compete with us during the term of his employment and for one year after the termination of employment, (ii) not to solicit our employees or franchisees during the term of his employment and for one year after termination, and (iii) to maintain the confidentiality of our information. If the executive breaches any of these covenants, we will cease providing any severance (if applicable) or other benefits to him.

Tax Considerations

Section 162(m) of the Code generally limits the tax deductibility of annual compensation paid by a publicly-held company to $1,000,000 per covered individual employee per year. The Compensation Committee has principally utilized performance-based compensation programs, including the Annual Bonus Program and our 2014 Omnibus Plan, which meet the deductibility requirements under Section 162(m). However, the Compensation Committee also realizes that in order to attract and retain individuals with superior talent, we may decide to pay compensation that is not deductible under Section 162(m).

Actions Regarding 2017 Compensation

Changes in Target Bonuses. The Compensation Committee approved an increase in the target bonus percentage of Messrs. Schwartz, Kobza, Cil and Diaz Sesé from 200%, 180%, 180% and 180% to 300%, 200%, 200% and 200%, respectively, for exemplary performance.

2017 Bonus Program. In October 2016, our board of directors approved the threshold, target and maximum performance levels for the 2017 Annual Bonus Program and approved Organic Adjusted EBITDA growth as the measure for Business Achievement. For 2017, RBI must achieve at least 80% of the Organic Adjusted EBITDA growth target for RBI in order for any payments to be made under the 2017 Annual Bonus Program. For each participant, the threshold level represents an 80% payout, the target level represents a 100% payout and the maximum level represents a 120% payout, and a global multiplier will be applied to calculate the bonus for all participants. In January 2017, the Compensation Committee approved the 2017 Annual Bonus Program on substantially the same terms as the 2016 Annual Bonus Program described in this CD&A under *Elements of Compensation Program Annual Bonus Program* .

Adoption of Umbrella Plan. The Compensation Committee approved an umbrella plan which establishes a maximum amount the NEOs and other persons covered by Section 16(b) of the Exchange Act are eligible to receive as a cash incentive payment under the 2017 Annual Bonus Program for purposes of complying with Section 162(m) of the Code. The maximum bonus opportunity for 2017 is the same as for 2016 as described in this CD&A under *Elements of Compensation Program Annual Bonus Program Limit on 2016 Annual Bonus Program Payouts* . The threshold, target and maximum performance levels approved by the Board in October 2016 in connection with the 2017 Annual Bonus Program will serve as a guideline to the Compensation Committee in exercising its negative

discretion for determining the actual amount of each executive s cash incentive payment for 2017, if any.

2017 Bonus Swap Program. The Compensation Committee approved the 2017 Bonus Swap Program on substantially the same terms as the 2016 Bonus Swap Program described in this CD&A under *Elements of Compensation Program Annual Bonus Swap Program 2016 Bonus Swap Program* .

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Compensation Committee Report

We have reviewed and discussed the foregoing Compensation Discussion and Analysis with management. Based on our review and discussions with management, we have approved the inclusion of the Compensation Discussion & Analysis in this proxy statement.

COMPENSATION COMMITTEE

Alexandre Behring, Chairman

Paul Fribourg

Carlos Alberto Sicupira

April 18, 2017

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EXECUTIVE COMPENSATION

The following tables provide information on the compensation of the NEOs for our 2016 fiscal year. Our NEOs include our CEO, our CFO and our three other most highly compensated officers who were serving as executive officers at the end of 2016.

2016 Summary Compensation Table

Named Executive Officer	Year	Salary ($)	Bonus ($)	Option Awards ($)[3]	Stock Awards ($)[4]	Non-Equity Incentive Plan Compensation ($)[6]	All Other Compensation ($)[7]	Total ($)
Daniel Schwartz	2016	800,000		1,840,000	1,949,998	1,491,528	92,467	6,173,993
Chief Executive Officer	2015	823,077		4,253,084		1,950,000	140,402	7,166,563
	2014	700,000		3,551,351		1,750,000	11,208	6,012,559
Joshua Kobza	2016	584,615[1]			12,684,499[5]	1,117,370	21,501	14,407,986
Chief Financial Officer	2015	510,385		3,428,749		900,000	107,101	4,946,235
	2014	379,615	109,668	2,387,545		640,332	2,197	3,519,357
José Cil	2016	600,000		920,000	1,199,999	927,372	305,600	3,952,971
President, Burger King	2015	615,385		2,070,919		1,200,000	94,997	3,981,301
	2014	500,000		1,711,128		760,000	904,231	3,875,359
Elias Diaz Sesé	2016	568,917[2]		1,104,000	1,499,999	930,699	418,303	4,521,918
President, Tim Hortons	2015	541,822		1,967,105		1,340,160	3,449,655	7,298,742
	2014	391,278		1,595,777		566,778	285,583	2,839,416
Heitor Gonçalves	2016	500,000		1,104,000	999,999	788,405	104,099	3,496,503
Chief Information, People	2015	514,615		1,353,312		1,000,000	340,743	3,208,670
& Performance Officer	2014	440,000		873,220		685,000	12,179	2,010,399

(1) Mr. Kobza s salary amount shown for calendar year 2016 reflects a change in base salary from $500,000 to $600,000 effective as of February 19, 2016.

(2) This amount represents amounts paid to Mr. Diaz Sesé in Canadian dollars which, for purposes of the 2016 Summary Compensation Table, were converted to U.S. dollars based on the exchange rate published in Bloomberg on December 30, 2016, as follows: 1 Canadian dollar = 1.34465 U.S. dollars.

(3)

Amounts in this column reflect discretionary awards granted in the form of stock options in calendar year 2016 and the aggregate of both discretionary options and Bonus Matching Options granted in calendar years 2015 and 2014 under the Bonus Swap Program to the NEOs in the respective year. Under the Bonus Swap Program for RBI and BKW, RBI s predecessor, the Bonus Matching Options for the NEOs were calculated by (1) multiplying an NEO s gross bonus by the Swap Election Percentage of 50%, (2) multiplying this amount by four and (3) dividing the total by the closing price of an RBI common share on the trading day preceding the grant date. All BKW option awards granted prior to the closing of the Transactions were converted into options to purchase the same number of common shares of RBI on the same terms and conditions set forth in the award agreements for the underlying BKW options, including with respect to vesting and exercise price. Our named executive officers have not actually received this compensation nor do these amounts reflect the actual value that will be recognized by the named executive officer. Instead the amounts reflect the aggregate grant date fair value of awards computed in accordance with FASB ASC Topic 718. For additional information on the valuation assumptions regarding the option awards, refer to Note 14 to our audited consolidated financial statements for the fiscal year ended December 31, 2016, which are included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2016 filed with the SEC and on SEDAR at www.sedar.com.

(4) Amounts shown in this column include the aggregate grant date fair value of Bonus Matching Restricted Share Units (Bonus Matching RSUs) granted in calendar year 2016 under the 2015 Bonus Swap Program and computed in accordance with FASB ASC Topic 718. Under the 2015 Bonus Swap Program, the Bonus Matching RSUs for the NEOs were calculated by (1) multiplying an NEO s gross bonus by the Swap Election Percentage of 50%, (2) multiplying this amount by two, and (3) dividing the total by the closing price of an RBI common share on the trading day preceding the grant date. Our named executive officers have not actually received this compensation nor do these amounts reflect the actual value that will be recognized by the named executive officer. Instead the amounts reflect the aggregate grant date fair value of awards based on the closing price of an RBI common share on the trading day preceding the grant date.

(5) For Mr. Kobza, $11,784,500 of this amount represents the aggregate grant date fair value of Performance Based Restricted Share Units (PBRSUs) granted in calendar year 2016 that was computed based on the probable outcome of the performance target as of the grant date and 100% achievement of the performance target. The value of the PBRSUs at the grant date assuming the highest level of performance achieved (120% of target) would be $14,141,400. Actual amounts will be based on the degree of attainment of the performance target and the RBI share price on the settlement date.

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(6) The amounts reported in this column reflect compensation earned for 2016 performance under our Annual Bonus Program. We make payments under this program in the first quarter of the calendar year following the calendar year in which the bonus was earned after finalization of our audited financial statements. As discussed above under Compensation Discussion and Analysis Bonus Swap Program, in February 2017, each of our NEOs elected to forego 50% of their calculated net non-equity incentive compensation (the maximum permitted pursuant to the program) to purchase RBI common shares. The amounts of 2016 non-equity incentive compensation foregone and used to purchase RBI common shares in February 2017 were as follows: Mr. Schwartz $447,455; Mr. Kobza $335,189; Mr. Cil $278,194; Mr. Diaz Sesé $279,161; and Mr. Gonçalves $236,476. The non-equity compensation paid to Mr. Diaz Sesé was paid in Canadian dollars and converted to U.S. dollars based on the exchange rate for a Canadian dollar set forth in footnote 2 above.

(7) Details of the amounts set forth in this column related to 2016 are included in the 2016 All Other Compensation Table.

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2016 All Other Compensation Table

The following table contains a breakdown of the compensation and benefits included under All Other Compensation in the 2016 Summary Compensation Table.

Named Executive Officer	Year	Company Contribution to Retirement and 401(k) Plans ($)	Expatriate Benefits ($)	Tax Equalization ($)	Relocation ($)	Other[5] ($)	Total ($)
Daniel Schwartz	2016	10,600[1]		79,240[3]		2,627	92,467
Joshua Kobza	2016			19,435[3]		2,066	21,501
José Cil	2016	10,600[1]	$ 291,188[2]			3,813	305,600
Elias Diaz Sesé	2016	12,798		398,034[4]		7,471	418,303
Heitor Gonçalves	2016	10,600[1]		88,590[3]		4,909	104,099

(1) These amounts represent the Company s match to the retirement plan of each respective NEO.
(2) This column represents expatriate benefits paid in 2016 for Mr. Cil in connection with his temporary assignment from the U.S. to Switzerland in 2015. Total expatriate benefits for Mr. Cil included (i) payment of $279,812 in 2016 for 2015 Swiss individual income taxes, plus tax gross-up of $6,734; (ii) $3,641 for Swiss health insurance; and (iii) $1,000 of imputed tax preparation fees.
(3) Messrs. Schwartz, Kobza and Gonçalves received these amounts to tax equalize their compensation to the U.S. pursuant to their respective employment agreements. The tax equalization attributable to their base salary for 2016 is as follows: Mr. Schwartz $29,068; Mr. Kobza $7,208; and Mr. Gonçalves $38,182; and the tax equalization attributable to their non-equity incentive compensation for 2016 is as follows: Mr. Schwartz $50,172; Mr. Kobza $12,227; and Mr. Gonçalves $50,408. Tax equalization represents the aggregate incremental cost to RBI of providing a tax equalization benefit to Messrs. Schwartz, Kobza and Gonçalves in connection with their service in Canada.
(4) These amounts include (i) $150,510 to tax equalize Mr. Diaz Sesé s base salary to the U.S. and (ii) $247,524 to tax equalize his non-equity incentive compensation to the U.S. Tax equalization represents the aggregate incremental cost to RBI of providing a tax equalization benefit to Mr. Diaz Sesé in connection with his service in Canada. These amounts were paid in local currency and in each case the amount reported reflects the exchange rate for a Canadian dollar set forth in footnote 2 of the 2016 Summary Compensation Table.
(5) Includes the cost of premiums for the Executive Life Insurance Program, and the imputed value of tax preparation costs of $500, which has been grossed up by $500 for Federal and Medicare withholdings for each executive except Mr. Diaz Sesé. Mr. Diaz Sesé received $1,067 in executive medical coverage, $1,002 for life insurance, $799 in tax preparation costs and $4,602 in additional tax services from PwC as it relates to his income taxes.

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2016 Grants of Plan-Based Awards Table

The following table provides information about cash (non-equity) and equity compensation awarded to our named executive officers in 2016, including: (1) the range of possible cash payouts under our 2016 Annual Bonus Program; (2) the grant date and approval date of equity awards; (3) the range of possible PBRSUs that Mr. Kobza could receive in connection with the equity grant awarded in February 2016; (4) the number of Bonus Matching RSUs awarded in February 2016 in connection with the 2015 Annual Bonus Program; (5) the number and exercise price of discretionary options awarded during 2016; and (6) the grant date fair value of the discretionary options, Bonus Matching RSUs and PBRSUs awarded during 2016 as described above in Notes 3, 4 and 5 to the 2016 Summary Compensation Table, respectively. The Bonus Matching RSUs and PBRSUs are discussed in greater detail in the CD&A above.

	Estimated Future Payouts Under Non-Equity Incentive Plan Awards					Estimated Future Payouts Under Equity Incentive Plan Awards[3]			All Other Stock Awards: Number of Shares of Stock or Units	All Other Option Awards: Number of Securities Underlying Options	Exercise or Base Price of Option Awards	Grant Fair V of St and Op Awa
ve	Threshold ($)[1][2]	Target ($)[1][2]	Maximum ($)[1][2]	Grant Date	Approval Date	Threshold (#)	Target (#)	Maximum (#)	(#)	(#)	($/Sh)	($)
tz	832,000	1,600,000	2,035,200	2/26/2016	1/25/2016				28,957			974
				2/26/2016	1/25/2016				28,958			973
				2/26/2016	1/25/2016					250,000	33.67	1,840
				2/26/2016	1/25/2016							
	561,600	1,080,000	1,373,760	2/26/2016	1/25/2016				13,365			450
				2/26/2016	1/25/2016				13,365			450
				2/26/2016	1/25/2016	210,000	350,000	420,000				11,784
				2/26/2016	1/25/2016							
	561,600	1,080,000	1,373,760	2/26/2016	1/25/2016				17,820			599
				2/26/2016	1/25/2016				17,820			599
				2/26/2016	1/25/2016					125,000	33.67	920
				2/26/2016	1/25/2016							
az												
	561,600	1,080,000	1,373,760	2/26/2016	1/25/2016				22,275			749
				2/26/2016	1/25/2016				22,275			749
				2/26/2016	1/25/2016					150,000	33.67	1,104
				2/26/2016	1/25/2016							
es	390,000	750,000	954,000	2/26/2016	1/25/2016				14,850			500

2/26/2016	1/25/2016	14,850			50
2/26/2016	1/25/2016		150,000	33.67	1,10

(1) Amounts shown in these columns were calculated using each NEO s base salary as of September 30, 2016 (Mr. Schwartz - $800,000; Mr. Kobza - $600,000; Mr. Cil - $600,000; Mr. Diaz Sesé - $600,000; and Mr. Gonçalves - $500,000).

(2) Threshold amounts reflect amounts payable under our 2016 Annual Bonus Program assuming that the Business Achievement was 80%, Individual Achievement was 50% and Global Multiplier was 20% (or 80%). Target amounts assume that the Business Achievement was 100%, Individual Achievement was 100% and Global Multiplier was 100%. Maximum amounts assume that the Business Achievement was 112%, Individual Achievement was 100% and Global Multiplier was +20 (or 120%). Amounts do not take into consideration the percentage that the bonus could be negatively adjusted under the Free Cash Flow Adjustment (up to 30%) or the impact of CEO or Compensation Committee discretion. A full discussion of our 2016 Annual Bonus Program is included in the CD&A above.

(3) The threshold, target and maximum amounts reflect the maximum number of shares awarded assuming that 80%, 100% and 120% of the performance target is achieved, respectively.

(4) See Note 5 to the 2016 Summary Compensation Table and Note 12 to the 2016 Outstanding Equity Awards at Fiscal Year-End Table for more information.

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2016 Outstanding Equity Awards at Fiscal Year-End Table

		Option Awards				Stock Awards			
Named Executive Officer	Grant Date	Securities Underlying Unexercised Options Exercisable (#)	Securities Underlying Unexercised Options Unexercisable (#)	Option Exercise Price ($)	Option Expiration Date	Number of Shares or Units of Stock that Have Not Vested (#)	Market Value of Shares or Units of Stock that Have Not Vested ($)[13]	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights that Have Not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights that Have Not Vested ($)[14]
Daniel Schwartz	02/03/11[1]	848,420		3.54	02/02/21				
	02/21/12[2]	211,658		3.54	02/20/22				
	03/01/12[3]		503,074	3.97	02/28/22				
	03/01/13[4]		46,575	18.25	02/28/23				
	03/01/13[5]		500,000	18.25	02/28/23				
	03/07/14[6]		95,307	27.28	03/06/24				
	03/07/14[7]		400,000	27.28	03/06/24				
	03/06/15[8]		82,820	42.26	03/05/25				
	03/06/15[9]		333,333	42.26	03/05/25				
	02/26/16[10]		250,000	33.67	02/25/26				
	02/26/16[11]					29,272	1,395,084		
	02/26/16[11]					29,273	1,395,132		
Joshua Kobza	03/01/13[4]		776	18.25	02/28/23				
	03/01/13[5]		200,000	18.25	02/28/23				
	03/07/14[6]		32,991	27.28	03/06/24				
	03/07/14[7]		300,000	27.28	03/06/24				
	03/06/15[8]		35,494	42.26	03/05/25				
	03/06/15[9]		300,000	42.26	03/05/25				
	02/26/16[11]					13,510	643,896		
	02/26/16[11]					13,510	643,896		
	02/26/16[12]							213,802	10,189,825
José Cil	02/03/11[1]	678,735		3.54	02/02/21				
	02/21/12[2]	253,988		3.54	02/20/22				

	03/01/12[3]		213,806	3.97	02/28/22		
	03/01/13[4]		37,808	18.25	02/28/23		
	03/01/13[5]		150,000	18.25	02/28/23		
	03/07/14[6]		58,651	27.28	03/06/24		
	03/07/14[7]		180,000	27.28	03/06/24		
	03/06/15[8]		35,967	42.26	03/05/25		
	03/06/15[9]		166,667	42.26	03/05/25		
	02/26/16[10]		125,000	33.67	02/25/26		
	02/26/16[11]					18,014	858,528
	02/26/16[11]					18,014	858,528
Elias Diaz Sesé	02/03/11[1]	106,050		3.54	02/02/21		
	08/01/11[1]	42,420		3.54	07/31/21		
	02/21/12[2]	68,214		3.54	02/20/22		
	03/01/12[3]		452,765	3.97	02/28/22		
	03/01/13[4]		32,401	18.25	02/28/23		
	03/01/13[5]		250,000	18.25	02/28/23		
	03/07/14[6]		42,563	27.28	03/06/24		
	03/07/14[7]		180,000	27.28	03/06/24		
	03/06/15[8]		25,809	42.26	03/05/25		
	03/06/15[9]		166,667	42.26	03/05/25		
	02/26/16[10]		150,000	33.67	02/25/26		
	02/26/16[11]					22,517	1,073,160
	02/26/16[11]					22,517	1,073,160

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		Option Awards				Stock Awards			
Named Executive Officer	Grant Date	Securities Underlying Unexercised Options Exercisable (#)	Securities Underlying Unexercised Options Unexercisable (#)	Option Exercise Price ($)	Option Expiration Date	Number of Shares or Units of Stock that Have Not Vested (#)	Market Value of Shares or Units of Stock that Have Not Vested ($)[13]	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights that Have Not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights that Have Not Vested ($)[14]
Heitor Gonçalves	02/03/11[1]	530,260		3.54	02/02/21				
	02/21/12[2]	177,791		3.54	02/20/22				
	03/01/13[4]		30,136	18.25	02/28/23				
	03/01/13[5]		100,000	18.25	02/28/23				
	03/07/14[6]		41,788	27.28	03/06/24				
	03/07/14[7]		80,000	27.28	03/06/24				
	03/06/15[8]		32,418	42.26	03/05/25				
	03/06/15[9]		100,000	42.26	03/05/25				
	02/26/16[10]		150,000	33.67	02/25/26				
	02/26/16[11]					15,011	715,440		
	02/26/16[11]					15,011	715,440		

(1) These stock options vested on October 19, 2015.
(2) Reflects Bonus Matching Options issued on February 21, 2012 in connection with the 2011 Bonus Swap Program. These stock options vested on December 31, 2016.
(3) Reflects discretionary stock options granted to the executive. These stock options cliff vested on March 1, 2017 but were not vested as of December 31, 2016.
(4) Reflects Bonus Matching Options issued on March 1, 2013 in connection with the 2012 Bonus Swap Program. These stock options cliff vest on December 31, 2017 and are subject to proportionate forfeiture if any of the Investment Shares in connection with which they were issued are sold prior to the vesting date of the related options.
(5) Reflects discretionary stock options granted to the executive. These stock options cliff vest on March 1, 2018.
(6) Reflects Bonus Matching Options issued on March 7, 2014 in connection with the 2013 Bonus Swap Program. These stock options cliff vest on December 31, 2018. Of these Bonus Matching Options, 50% are subject to

proportionate forfeiture if any of the Investment Shares in connection with which they were issued are sold, and the remaining options will be forfeited 100% if any of the Investment Shares in connection with which they were issued are sold prior to the vesting date of the related options.

(7) Reflects discretionary stock options granted to the executive. These stock options cliff vest on March 7, 2019.

(8) Reflects Bonus Matching Options issued on March 6, 2015 in connection with the 2014 Bonus Swap Program. These stock options cliff vest on December 31, 2019. Of these Bonus Matching Options, 50% are subject to proportionate forfeiture if any of the Investment Shares in connection with which they were issued are sold, and the remaining options will be forfeited 100% if any of the Investment Shares in connection with which they were issued are sold prior to the vesting date of the related options.

(9) Reflects discretionary stock options granted to the executive. These stock options cliff vest on March 6, 2020.

(10) Reflects discretionary stock options granted to the executive. These stock options cliff vest on February 26, 2021.

(11) Reflects Bonus Matching RSUs issued on February 26, 2016 in connection with the 2015 Bonus Swap Program. All of these Bonus Matching RSUs will be forfeited if more than 50% of the Investment Shares in connection with which they were issued are sold. If 50% or less of the Investment Shares are sold, 50% of the Bonus Matching RSUs and a proportional amount of the remaining Bonus Matching RSUs will be forfeited. The Bonus Matching RSUs cliff vest on December 31, 2020. The number of shares reported in this row also includes dividend equivalents in the form of additional RSUs. Dividend equivalents are accrued (in the form of additional units) on the Bonus Matching RSUs during the vesting period. The dividend equivalents are converted to shares if and after the underlying Bonus Matching RSUs vest.

(12) The shares reported in this row represent potentially issuable shares under the PBRSU award granted to Mr. Kobza on February 26, 2016 which cliff vest on February 26, 2021. PBRSUs represent the right to receive a variable number of shares based on RBI s actual performance during the three-year performance period. If 80% of the performance target is achieved, Mr. Kobza will receive a maximum of 210,000 shares (threshold); if the performance target is achieved, Mr. Kobza will receive a maximum of 350,000 shares (target); and if 120% of the performance target is achieved, Mr. Kobza will receive a maximum of 420,000 shares (maximum). The number of shares reported in this row is based on threshold performance and also includes dividend equivalents in the form of additional PBRSUs. Dividend equivalents are accrued (in the form of additional units) on the PBRSUs during the vesting period and are subject to the same performance and other conditions as the underlying PBRSUs. The dividend equivalents are converted to shares if and after the underlying PBRSUs vest. If Mr. Kobza s employment is terminated (other than due to death or disability) prior to February 26, 2019, he will forfeit the entire award.

(13) Amounts reflect the market value of the RSUs based on the closing price of an RBI common share on December 30, 2016 of $47.66, multiplied by the number of RSUs.

(14) Amount reflects the market value of the PBRSUs based on the closing price of an RBI common share on December 30, 2016 of $47.66, multiplied by the number of PBRSUs at target.

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Potential Payments Upon Termination or Change in Control Table

The table below sets forth the potential payments that would be due to our named executive officers if they had been terminated on December 31, 2016. We do not provide for any specific payments upon the occurrence of only a change in control.

Messrs. Schwartz, Cil, Kobza and Gonçalves

The amounts Messrs. Schwartz, Kobza and Gonçalves would have been entitled to receive upon termination of employment on December 31, 2016 due to (1) death or disability, (2) without cause or (3) without cause after a Change in Control would have been governed by:

- the terms of their respective employment agreement, which is described earlier under the heading Compensation Discussion and Analysis Employment Agreements with Messrs. Schwartz, Kobza and Gonçalves ;
- the Restaurant Brands International Inc. U.S. Severance Pay Plan (the RBI Severance Plan);
- the 2016 Annual Bonus Program; and
- the terms of their respective outstanding equity grants under our 2011 Omnibus Incentive Plan (the 2011 Omnibus Plan), Amended and Restated 2012 Omnibus Incentive Plan (the 2012 Omnibus Plan) and 2014 Omnibus Plan.

Mr. Cil

As we did not have an employment agreement in place with Mr. Cil as of December 31, 2016, the amounts Mr. Cil would have been entitled to receive upon termination of employment on December 31, 2016 due to any of these circumstances would be governed by:

- the RBI Severance Plan;
- the 2016 Annual Bonus Program; and
- the terms of his respective outstanding equity grants under the 2011 Omnibus Plan, the 2012 Omnibus Plan and the 2014 Omnibus Plan.

Mr. Diaz Sesé

As we did not have an employment agreement in place with Mr. Diaz Sesé as of December 31, 2016, the amounts Mr. Diaz Sesé would have been entitled to receive upon termination of employment on December 31, 2016 due to any of these circumstances would be governed by:

- notice and severance entitlements under applicable Canadian law;
- the 2016 Annual Bonus Program; and
- the terms of his respective outstanding equity grants under the 2011 Omnibus Plan, the 2012 Omnibus Plan and the 2014 Omnibus Plan.

None of the employment agreements with our NEOs permit the employee to terminate for good reason.

Programs

RBI Severance Pay Plan. Pursuant to the RBI Severance Plan adopted on October 21, 2016, eligible employees whose employment is involuntarily terminated due to reductions in staff, position elimination, facility closing, closure of a business unit or organizational changes or restructuring are entitled to two weeks of severance for every year worked, with an eight-week minimum and capped at eight months for employees at the level of vice president and above. In addition, employees are entitled to receive continued group medical, dental and vision

coverage at the active employee rate for the longer of three months or the employee s severance pay period, subject to certain conditions. The employee s right to receive these benefits is subject to his or her execution of a general release of claims in favor of his or her employer and entry into other separation documents. The RBI Severance Plan does not apply to RBI employees in Canada.

Equity Award Agreements.

Bonus Matching Options Pursuant to the award agreements governing the issuances of our Bonus Matching Options, if the employee s employment is terminated prior to the vesting date, (i) Without Cause or (ii) by reason of the employee s Retirement or Disability (each as defined in the award agreement), the Bonus Matching Options shall be deemed to have vested 20% on each December 31 following the grant date. If the employee s employment is terminated by reason of the employee s death, then (A) with respect to the 2011, 2012 and 2013 Bonus Matching Options, the employee s beneficiary shall be vested in a number of common shares as if the common shares subject to the option vested 20% on each December 31 following the grant date and (B) with respect to the 2014 Bonus Matching Options granted in 2015 the employee s beneficiary shall be vested in the number of common shares as if the common shares subject to the option vested 20% on December 31, 2015, 40% on December 31, 2016 and 100% on December 31, 2017. In such event, the employee, or his or her beneficiary, may exercise the option to the extent vested on the date of termination of service for a period of (1) 90 days, in the case of termination Without Cause or (2) one year, in the case of termination due to death, Retirement or Disability.

Bonus Matching Restricted Share Units Pursuant to the award agreements governing the issuances of our 2015 Bonus Matching RSUs granted in 2016, if the employee s employment is terminated prior to December 31, 2017 for any reason other than death or disability, all of the Bonus Matching RSUs will be forfeited. If the employee s employment is terminated on or after December 31, 2017 (but prior to the vesting date), (i) Without Cause or (ii) by reason of the employee s Retirement (each as defined in the award agreement), the Bonus Matching RSUs shall be deemed to have been vested 40% on December 31, 2017, 60% on December 31, 2018, 80% on December 31, 2019 and 100% on December 31, 2020. If the employee s employment is terminated by reason of the employee s Disability (as defined in the award agreement), the Bonus Matching RSUs shall be deemed to have been vested 20% on each December 31 following the grant date. If the employee s employment is terminated by reason of the employee s death, the Bonus Matching RSUs shall be deemed to have been vested 20% on December 31, 2016, 40% on December 31, 2017 and 100% on December 31, 2018.

Discretionary Stock Options Pursuant to the award agreements governing the issuances of discretionary stock options if an employee is terminated prior to the vesting date, (i) Without Cause or (ii) by reason of the employee s Retirement or Disability (each as defined in the award agreement), the employee (or such other person who is entitled to exercise the option) shall be vested in the number of common shares as if the common shares subject to the option vested 20% on each of the first through fifth anniversaries of the grant date. If the employment is terminated by reason of the employee s death, then (A) with respect to discretionary stock options granted in 2012, 2013 and 2014, the employee s beneficiary shall be vested in a number of common shares as if the common shares subject to the option vested 20% on each of the first through fifth anniversaries of the grant date, (B) with respect to discretionary stock options granted in 2015 the employee s beneficiary shall be vested in the number of common shares as if the common shares subject to the option vested 20% on March 6, 2016, 40% on March 6, 2017 and 100% on March 6, 2018, and (C) with respect to discretionary stock options granted in 2016, the employee s beneficiary shall be vested in the number of common shares as if the common shares subject to the option vested 20% on February 26, 2017, 40% on February 26, 2018 and

100% on February 26, 2019. In any such event, the employee, or his or her beneficiary, may exercise the option to the extent vested on the date of termination of service for a period of (1) 90 days, in the case of termination Without Cause or (2) one year, in the case of termination due to death, Retirement or Disability.

Performance Based Restricted Share Units Pursuant to the PBRSU award agreement with Mr. Kobza, if Mr. Kobza s employment is terminated for any reason (other than death or Disability) prior to February 26, 2019, he will forfeit the entire award. If his employment is terminated on or after February 26, 2019 (but prior to the vesting date), (i) Without Cause or (ii) by reason of the employee s Retirement (each as defined in the award

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agreement), the PBRSUs shall be deemed to have been vested 30% on February 26, 2019, 40% on February 26, 2020 and 100% on February 26, 2021. If Mr. Kobza s employment is terminated by reason of his Disability (as defined in the award agreement), the PBRSUs shall be deemed to have been vested 20% on each of the first through fifth anniversaries of the grant date. If his employment is terminated by reason of his death, the PBRSUs shall be deemed to have been vested 20% on February 26, 2017, 40% on February 26, 2018 and 100% on February 26, 2019.

Executive Name	Death and Disability ($)	Termination without Cause ($)	Termination without Cause After Change in Control ($)
Daniel Schwartz			
Salary		184,615[1]	184,615[1]
Bonus	1,491,528[2]	1,491,528[2]	1,491,528[2]
Option Valuation	79,238,005[4]	79,238,005[4]	100,663,798[5]
Stock Units			2,790,216[6]
Value of Benefits Continuation		3,186[1]	3,186[1]
Total	**80,729,533**	**80,917,335**	**105,133,344**
Joshua Kobza			
Salary		92,308[1]	92,308[1]
Bonus	1,117,370[2]	1,117,370[2]	1,117,370[2]
Option Valuation	6,797,139[4]	6,797,139[4]	14,502,846[5]
Stock Units			18,150,017[6]
Value of Benefits Continuation		725[1]	725[1]
Total	**7,914,509**	**8,007,541**	**33,863,266**
José Cil			
Salary		253,846[1]	253,846[1]
Bonus	927,372	927,372	927,372
Option Valuation	54,603,366[4]	54,603,366[4]	63,723,037[5]
Stock Units			1,717,056[6]
Value of Benefits Continuation		6,346[1]	6,346[1]
Total	**55,530,738**	**55,790,930**	**66,627,657**
Elias Diaz Sesé			
Salary	[3]	[3]	[3]
Bonus	930,699[2]	930,699[2]	930,699[2]
Option Valuation	32,782,539[4]	32,782,539[4]	45,320,519[5]
Stock Units			2,146,320[6]

Value of Benefits Continuation		(3)	(3)
Total	**33,713,239**	**33,713,239**	**48,397,538**
Heitor Gonçalves			
Salary		115,385(1)	115,385(1)
Bonus	788,405(2)	788,405(2)	788,405(2)
Option Valuation	35,054,016(4)	35,054,016(4)	40,362,107(5)
Stock Units			1,430,880(6)
Value of Benefits Continuation		3,713(1)	3,713(1)
Total	**35,842,421**	**35,961,519**	**42,700,489**

(1) Because the employment agreements with Messrs. Schwartz, Kobza and Gonçalves provide that severance will be determined under the provisions of the policies relating to termination of employment applicable to employees at the executive s grade level as in effect at the time of termination and because Mr. Cil does not have an employment agreement, these amounts are determined under the RBI Severance Plan. The severance payment for Messrs. Schwartz and Gonçalves is 12 weeks of base pay, the severance payment for Mr. Kobza is eight weeks of base pay, and the severance payment for Mr. Cil is eight months of base pay.

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(2) Based upon amounts actually paid under the 2016 Annual Bonus Program. In addition, pursuant to their employment agreements and our policy, we will make appropriate tax equalization payments on these non-equity incentive compensation amounts to the appropriate authority on behalf of Messrs. Schwartz, Kobza, Diaz Sesé, and Gonçalves. These amounts are not included in the amounts shown.

(3) Upon termination without cause, Mr. Diaz Sesé would be entitled to his minimum statutory entitlements. In addition, in accordance with his common law entitlements under applicable law, Mr. Diaz Sesé may be entitled to receive an award of reasonable notice or pay in lieu of such notice. The determination of appropriate length of reasonable notice under applicable law is a case-by-case analysis that takes into account a number of relevant factors, and as a result, these entitlements, which may be material, cannot be quantified with any specificity.

(4) In the case of termination Without Cause, options will vest in five equal installments as set forth in the applicable award agreements. Amounts reflect the intrinsic value of shares underlying options that would vest, calculated as the difference between $47.66, the closing price of a common share as reported on the NYSE on December 30, 2016, and the exercise price of the options.

(5) In the case of termination Without Cause within twelve months after a Change in Control (as defined in the 2011 Omnibus Plan, 2012 Omnibus Plan and 2014 Omnibus Plan, as applicable), all outstanding options would vest. Amounts reflect the intrinsic value of shares underlying options that would vest, calculated as the difference between $47.66, the closing price of a common share as reported on the NYSE on December 30, 2016, and the exercise price of the options.

(6) In the case of termination Without Cause within twelve months after a Change in Control (as defined in the 2014 Omnibus Plan), all outstanding Bonus Matching RSUs and PBRSUs would vest. In the case of the PBRSUs granted to Mr. Kobza, since the Change in Control is deemed to have occurred on December 31, 2016 (i.e., prior to the expiration of the three-year performance period), Mr. Kobza would receive a maximum of 353,802 shares (including the related dividend equivalent rights) based on target performance. Amounts reflect the fair market value of $47.66 per share, which is the closing price of a common share as reported on the NYSE on December 30, 2016.

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PROPOSAL 2 ADVISORY VOTE ON EXECUTIVE COMPENSATION

As required by SEC rules, we are asking shareholders to approve, on a non-binding advisory basis, the 2016 compensation to our named executive officers as described in the Executive Compensation section of this proxy statement beginning on page 46. Under the TSX rules this non-binding advisory approval of the 2016 compensation provided to named executive officers is optional. At the 2016 Meeting of Shareholders, our shareholders approved, on an advisory basis, the compensation of our named executive officers.

Shareholders are urged to read the Compensation Discussion and Analysis (CD&A) section as well as the 2016 Summary Compensation Table and related compensation tables and narratives. We believe that compensation is an important tool to further our long-term goal of creating shareholder value. As such, our compensation philosophy is based on pay-for-performance and meritocratic principles, which incorporate our achievement of specific financial goals as well as achievement by employees of individual performance goals. As discussed in detail in the CD&A, our compensation programs are designed to support our business initiatives by:

- rewarding superior financial and operational performance;
- placing a significant portion of compensation at risk if performance goals are not achieved;
- aligning the interests of the CEO and the CEO Direct Reports with those of our shareholders; and
- enabling us to attract, retain and motivate top talent.

The Board of Directors is asking shareholders to cast a non-binding, advisory vote indicating their approval of that compensation by voting FOR the following resolution:

RESOLVED, that the shareholders of Restaurant Brands International Inc. APPROVE, on an advisory basis, the compensation paid to our named executive officers, as disclosed pursuant to the compensation disclosure rules of the Securities and Exchange Commission, including the Compensation Discussion and Analysis, compensation tables and narrative discussion set forth in Restaurant Brands International Inc. s 2017 Meeting proxy statement.

This is a non-binding advisory vote. Our Board will consider our executive compensation to have been approved if the proposal receives more votes cast For than Against . While this vote is advisory and non-binding, our Board of Directors and Compensation Committee will review the voting results and consider shareholder concerns in their continuing evaluation of our compensation program.

Recommendation of the Board of Directors

The Board of Directors recommends a vote **FOR** adoption of the resolution approving the compensation of our named executive officers.

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PROPOSAL 3 APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS

The Audit Committee of the Board of Directors is directly responsible for the appointment, negotiating and setting the compensation, retention and oversight of RBI s independent registered public accounting firm. To execute this responsibility, the Audit Committee annually reviews KPMG s qualifications, performance, independence and fees in making its decision whether to engage KPMG. The focus of the process is to select and retain the most qualified firm to perform the annual audit. During the review and selection process, the Audit Committee considers a number of factors, including:

- Recent and historical audit performance, including the results of a management survey concerning KPMG s service;
- The relevant experience, expertise and capabilities of KPMG and the audit engagement team in relation to the nature and complexity of our business;
- A review of the firm s independence and internal quality controls;
- Any legal or regulatory proceedings that raise concerns about KPMG s qualifications or ability to continue to serve as our independent auditor, including reports, findings and recommendations of the Public Company Accounting Oversight Board (PCAOB);
- The appropriateness of KPMG s fees for audit and non-audit services; and
- The length of time that KPMG has served as our independent auditor, the benefits of maintaining a long-term relationship and controls and policies for ensuring that KPMG remains independent.

The Audit Committee has selected, and the Board has ratified the selection of, KPMG to audit our consolidated financial statements and to serve until the close of the 2018 Annual Meeting of Shareholders. KPMG served as the independent auditors of BKW from 2012 until December 12, 2014 and provided to BKW other audit-related and non-audit services. Since December 12, 2014, KPMG has served as our independent auditors and has provided other audit-related and non-audit services to us as shown below. In accordance with SEC rules and KPMG policies, audit partners are subject to rotation requirements to limit the number of consecutive years an individual partner may provide audit service to RBI. For lead and concurring review audit partners, the maximum number of consecutive years of service in that capacity is five years. The process for selection of RBI s lead audit partner pursuant to this rotation policy involves a meeting between the Chair of the Audit Committee and the candidate for the role, as well as

discussion by the full Audit Committee and with management.

The Audit Committee and the Board believe that the continued retention of KPMG as our independent registered public accounting firm is in the best interest of RBI and our shareholders, and we are asking our shareholders to vote on a proposal to appoint KPMG as our independent auditors to serve until the close of the 2018 Annual Meeting of Shareholders.

We expect one or more representatives of KPMG to be present at the Meeting. The representatives will have the opportunity to make a statement if they desire and will be available to respond to appropriate questions from shareholders.

The following table presents fees for professional services rendered by KPMG for the audit of our annual financial statements for 2016 and 2015. In addition, the table presents fees billed for audit-related services, tax services (which include tax compliance and tax consulting services) and all other services rendered by KPMG to RBI for 2016 and 2015. In 2015, we implemented a series of post-closing transactions that resulted in changes to our

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legal and capital structure. In connection with these transactions, we incurred significant one-time tax consulting fees. Of the tax consulting fees incurred in 2015, $6,530,000 were for services relating to these transactions.

	2016 ($ in thousands)	2015 ($ in thousands)
Audit fees[1]	$ 4,296	$ 7,377
Audit-related fees[2]	242	695
Tax fees		
Tax compliance fees[3]	2,624	981
Tax consulting fees[4]	2,408	8,508
Total tax fees	$ 5,032	$ 9,489
All other fees[5]		
Total fees	$ 9,570	$ 17,561

(1) Audit fees primarily consist of fees for the audit of the consolidated financial statements and the review of the interim condensed quarterly consolidated financial statements. This category also includes fees for statutory audits required by the tax authorities of various countries and accounting consultations.
(2) Audit-related fees are primarily the fees for financial statement audits of marketing funds and accounting consultations related to the evaluation of certain transactions. This category included $433,000 of fees for 2015 associated with consents to our registration statements and prospectuses and review of our pro forma financial statements in connection with a secondary equity offering.
(3) Tax compliance fees primarily consist of fees for tax compliance services.
(4) Tax consulting fees primarily consist of fees for tax planning and advice, including for the activities described above.
(5) All other fees are fees for services other than those in the above categories.

Pursuant to our written charter, our Audit Committee pre-approves all audit services and permitted non-audit services to be performed by our independent registered public accounting firm. Consistent with the policies and procedures of our written charter, our Audit Committee approved all of the services rendered in 2015 and 2016. The Audit Committee has adopted a pre-approval policy under which the Committee delegated to its chairman the authority to approve services of up to $500,000 per engagement, subject to approval and ratification by the full Committee at its next scheduled meeting.

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AUDIT COMMITTEE REPORT

The Audit Committee oversees the accounting and financial reporting processes of RBI on behalf of the Board of Directors. Management has primary responsibility for RBI s financial statements, financial reporting process and internal controls over financial reporting. The independent registered public accounting firm is responsible for performing an independent audit of RBI s consolidated financial statements in accordance with the standards of the Public Company Accounting Oversight Board (United States) and evaluating the effectiveness of internal controls and issuing reports thereon. The Audit Committee s responsibility is to select the independent auditors (subject to approval of the full Board) and monitor and oversee the accounting and financial reporting processes of RBI, including RBI s internal controls over financial reporting, and the audits of the financial statements of RBI.

During the course of 2016 and the first quarter of 2017, the Audit Committee regularly met and held discussions with management and KPMG, the independent registered public accounting firm. In the discussions related to RBI s audited consolidated financial statements for fiscal 2016, management represented to the Audit Committee that such consolidated financial statements were prepared in accordance with U.S. generally accepted accounting principles. The Audit Committee reviewed and discussed with management and KPMG the audited consolidated financial statements, management s annual report on internal control over financial reporting and the results of KPMG s testing and the evaluation of RBI s internal control over financial reporting.

In fulfilling its responsibilities, the Audit Committee discussed with KPMG those matters required to be discussed by the independent auditors with the Audit Committee under Public Company Accounting Oversight Board Auditing Standard No. 1301 (Communications with Audit Committees), as modified or supplemented. In addition, the Audit Committee received from the independent auditors the written disclosures and the letter from KPMG required by the applicable requirements of the Public Company Accounting Oversight Board regarding KPMG s communications with the Audit Committee concerning independence, and the Audit Committee discussed with KPMG the firm s independence. In connection with this discussion, the Audit Committee also considered whether the provision of specific non-audit services by the independent auditor is compatible with maintaining its independence and believes that the services provided by KPMG for 2016 were compatible with, and did not impair, its independence.

Based on these reviews and discussions, the Audit Committee recommended to the Board of Directors that the audited consolidated financial statements be included in our annual report on Form 10-K for fiscal year 2016 for filing with the SEC and on SEDAR at www.sedar.com.

This report has been furnished by the members of the Audit Committee:

Paul J. Fribourg, Chair

Martin E. Franklin

Thomas V. Milroy

April 18, 2017

Notwithstanding anything to the contrary set forth in any of our previous filings under the Securities Act of 1933, as amended, or the Exchange Act that might incorporate future filings, including this proxy statement, in whole or in part, the Audit Committee Report and the Compensation Committee Report above shall not be incorporated by reference into this proxy statement.

Recommendation of the Board of Directors

The Board of Directors recommends a vote **FOR** the appointment of KPMG as our independent registered public accountants to serve until the close of the 2018 Annual Meeting of Shareholders.

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PROPOSAL 4 SHAREHOLDER PROPOSAL TO ADOPT A WRITTEN BOARD DIVERSITY POLICY

RBI has been advised that OceanRock Investments Inc., 505 Burrard Street, Suite 1920, Vancouver, British Columbia, Canada V7X 1M6, which has indicated it is a beneficial owner of 17,716 common shares, intends to submit the following proposal at the Meeting:

WHEREAS:

Gender diversity is a critical attribute of a well-functioning board and a measure of sound corporate governance. Competing in a global marketplace requires companies to promote and select individuals for leadership positions who will bring diverse perspectives to the decision-making process. Research has demonstrated that companies that have women on the Board of Directors have outperformed their peers that do not.

Recognizing the benefits of gender diversity on corporate boards the Ontario Securities Commission recently made amendments to National Instrument 58-101. These amendments follow a comply or explain model and require issuers to make disclosures regarding the number of women on the board and in executive officer positions.

Many of Restaurant Brands International s (RBI) competitors such as McDonalds, Starbucks, Dunkin Brands and Wendy s have at least two women directors on their boards. As long-term shareholders, we believe that RBI will benefit from expanding its recruitment pool and promoting a more diverse board.

In its 2016 Management Information Circular RBI noted that it does not have a formal written policy relating to the identification and nomination of women directors nor does it have a formal written diversity policy. However, in response to a shareholder proposal filed for its 2016 Annual General Meeting, RBI made changes to the Charter of the Nominating and Corporate Governance (NCG) Committee to consider diverse candidates in terms of race, gender, geography, thought, viewpoints, backgrounds, skills, experience, and expertise. It said that any search firm retained to assist the NCG Committee in seeking new director candidates for the board will be instructed to seek to include diverse candidates who possess these qualifications and criteria.

Following the 2016 Meeting, the company also expanded its board and appointed one female Director. However the new Director is the daughter of current RBI Director and 3G Capital founder Carlos Sicupira and sits on multiple corporate boards alongside him, which suggests that the new appointment does not truly address shareholders concerns about diversity and independence on the board.

Nor do these changes address in any meaningful way the company s plans, timelines and activities for increasing gender diversity on the board and senior management, or identify effective processes and indicators for developing and advancing women candidates for the board and senior management.

We therefore believe that the Board needs to adopt a more formal and systematic approach to improving diversity in its ranks.

RESOLVED:

Shareholders request that the Board of Directors:

a) Adopt and publish a formal, written Board diversity policy by December 2017; and

b) Provide to shareholders a report by December 2017, at reasonable cost and omitting proprietary information, which outlines the Board s plans, timelines, process and activities for increasing gender diversity on the Board of Directors and amongst senior management. We propose that the requested report should also address the number of women in the candidate pool for the most recent recruiting period.

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RBI s Response

The Board has carefully considered the shareholder proposal and has determined not to make a recommendation either in favor of or opposed to the proposal.

RBI values its diverse and dynamic workforce and promotes a culture of equality and inclusion. This culture extends to our senior leadership team, which currently includes four female executive officers, Jacqueline Friesner, Controller and Chief Accounting Officer, Jill Granat, General Counsel and Corporate Secretary, Andrea John, Head of Finance, Tim Hortons and Tammy Sadinsky, Head Of Marketing, Tim Hortons, Canada. We strive to promote this culture and diversity through our hiring, advancement and retention efforts.

While our board has determined not to make a recommendation either in favor of or opposed to the shareholder proposal, we believe that our current practices, including the enhancements to our new director candidate selection process adopted last year, support board diversity as exemplified by the appointment of Ms. Cecilia Sicupira to our Board in 2016.

Recommendation of the Board of Directors

The Board of Directors makes no recommendation regarding this proposal.

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SECURITY OWNERSHIP

This table shows ownership information for (i) any person or company known by our directors and executive officers to beneficially own, or control or direct, directly or indirectly, 5% or more of our common shares or common shares, preferred shares or Partnership exchangeable units carrying 10% or more of the voting rights attached to that class, (ii) each of our directors and nominees, (iii) each of the executive officers named in the 2016 Summary Compensation Table on page 46 and (iv) all directors and executive officers as a group. This information is presented as of March 31, 2017. The percentage ownership under the columns entitled Common Shares , Preferred Shares and Partnership Exchangeable Units specifies the percentage of the applicable class represented by the number of common shares, preferred shares or Partnership exchangeable units so owned, controlled or directed and is based upon 235,479,654 common shares, 68,530,939 preferred shares and 226,870,394 Partnership exchangeable units outstanding as of the close of business on March 31, 2017. The percentage of Total Voting Power is calculated (i) assuming that the holders of all of the Partnership exchangeable units properly provide voting instructions and (ii) reflecting the carve-back of voting rights imposed on the preferred shares as discussed in footnote (3) to the table below.

Under SEC rules, beneficial ownership for purposes of this table takes into account shares as to which the individual has or shares voting and/or investment power as well as shares that may be acquired within 60 days (such as by exercising vested stock options) and is different from beneficial ownership for purposes of Section 16 of the Exchange Act.

Except as indicated in the footnotes to this table, to the best of our knowledge, the persons and entities named in the table have sole voting and investment power with respect to all common shares, preferred shares or Partnership exchangeable units shown as beneficially owned by them. Except as otherwise indicated, the address of each individual or entity named in this table is c/o Restaurant Brands International Inc., 226 Wyecroft Road, Oakville, Ontario, L6K 3X7, Canada.

Voting Securities Beneficially Owned

Name of Beneficial Owner	Common Shares (#)	% of Class of Common Shares	Preferred Shares (#)	% of Class of Preferred Shares	Partnership Exchangeable Units (#)	% of Class of Partnership Exchangeable Units	Total Shares Beneficially Owned (#)	Total Voting Power (%)
3G Funds[1]					218,166,502	96.2%	218,166,502	42.5%
FMR LLC[2]	12,975,554	5.5%					12,975,554	2.5%
National Indemnity Company[3]	8,438,225	3.6%	68,530,939	100%			76,969,164	11.6%
Pershing Square Funds[4]	43,095,976	18.3%					43,095,976	8.4%

Named Executive Officers, Directors and Nominees:						
Alexandre Behring	318,967[5]	*			318,967	
Marc Caira	124,643[6]	*			124,643	
Martin E. Franklin	14,099[7]	*	1,596,485[8]	*	1,610,584	
Paul J. Fribourg	271,898[9]	*			271,898	
Neil Golden	2,915[7]				2,915	
Ali G. Hedayat	20,966[10]				20,966	
Thomas V. Milroy	25,735[11]	*			25,735	
Carlos Alberto Sicupira	950,933[12]	*			950,933	
Cecilia Sicupira	966[7]				966	
Roberto Moses Thompson Motta	42,933[13]	*			42,933	
Alexandre Van Damme	5,438,712[14]	2.3%			5,438,712	1.1%
Daniel S. Schwartz	1,601,004[15]	*	137,996	*	1,739,000	

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Security Ownership

Name of Beneficial Owner	Common Shares (#)	% of Class of Common Shares	% of Class of Preferred Shares (#)	% of Class of Preferred Shares	Partnership Exchangeable Units (#)	% of Class of Partnership Exchangeable Units	Total Shares Beneficially Owned (#)	Total Voting Power (%)
Joshua Kobza	19,377	*			5,413	*	24,790	
José E. Cil	1,167,624[16]	*			105,758	*	1,273,382	
Luis Heitor De Queiroz Gonçalves	726,080[17]	*			107,478	*	833,558	
Elias Diaz Sesé	759,890[18]	*			686	*	760,576	
All executive officers and directors as a group (18 persons)	12,081,153	5.0%			2,015,879	*	14,097,032[19]	2.7%

* Represents beneficial ownership of less than one percent (1%) of the class of outstanding common shares, preferred shares or Partnership exchangeable units, as applicable.
Represents beneficial ownership of less than one percent (1%) of the combined voting power of the outstanding common shares, preferred shares and Partnership exchangeable units.

(1) According to the Schedule 13D (Amendment No. 3) filed on December 16, 2015 by 3G Restaurant Brands Holdings General Partner Ltd., a Cayman Islands exempted company (3G RBH GP) and 3G Restaurant Brands Holdings LP, a Cayman Islands limited partnership (3G RBH , and together with 3G RBH GP, the 3G Funds), the 3G Funds own an aggregate of 218,166,502 Partnership exchangeable units with voting rights in respect of the common shares on a one vote per unit basis. Each of the 3G Funds shares voting and investment power with respect to all 218,166,502 Partnership exchangeable units. The principal business address of the 3G Funds is c/o 3G Capital, Inc., 600 Third Avenue 37th Floor, New York, New York 10016.

(2) According to the Schedule 13G (Amendment No.1) filed on February 14, 2017 by FMR LLC (FMR), of the 12,975,554 common shares beneficially owned, FMR has (a) sole voting power with respect to 11,746,135 common shares, and (b) sole investment power with respect to all 12,975,554 common shares. Members of the Johnson family, including Abigail P. Johnson, director, chairman, and chief executive officer of FMR, are the predominant owners, directly or through trusts, of Series B voting common shares of FMR, representing 49% of the voting power of FMR. The Johnson family group and all other Series B shareholders have entered into a shareholders voting agreement under which all Series B voting common shares will be voted in accordance with the majority vote of Series B voting common shares. Accordingly, through their ownership of voting common shares and the execution of the shareholders voting agreement, members of the Johnson family may be deemed, under the Investment Company Act of 1940 (the Investment Company Act), to form a controlling group with respect to FMR. The principal business address of FMR LLC is 245 Summer Street, Boston, Massachusetts 02210.

(3) National Indemnity Company, a wholly-owned subsidiary of Berkshire Hathaway Inc. (Berkshire), holds all 68,530,939 preferred shares RBI is authorized to issue under its Articles of Incorporation. Pursuant to the Securities Purchase Agreement, dated August 16, 2014, between RBI and Berkshire, Berkshire has agreed to vote the number of preferred shares over which it holds voting power in excess of 10% of the total votes attached to all voting shares of RBI in a manner proportionate to the vote of the other holders of the voting shares voting on such matters. Except as otherwise required by law or certain special approval matters, the common shares, the special voting share and the preferred shares vote together as a single class. The principal business address of Berkshire is 3555 Farnam Street, Omaha, Nebraska 68131.

(4)

According to a Schedule 13G (Amendment No.1) filed on February 10, 2017 by Pershing Square Capital Management, L.P., a Delaware limited partnership (Pershing Square), PS Management GP, LLC, a Delaware limited liability company (PS Management), and William A. Ackman, a citizen of the United States of America. Pershing Square advises the accounts of Pershing Square, L.P., a Delaware limited partnership (PS), Pershing Square II, L.P., a Delaware limited partnership (PS II), Pershing Square Holdings, Ltd., a limited liability company incorporated in Guernsey (PSH), and Pershing Square International, Ltd., a Cayman Islands exempted company (PS International and collectively with PS, PS II and PSH, the Pershing Square Funds). PS Management serves as the general partner of Pershing Square. Mr. Ackman is the Chief Executive Officer of Pershing Square and the managing member of PS Management. Of the 43,095,976 common shares beneficially owned, each of Pershing Square, PS Management and Mr. Ackman shares voting and investment power with respect to 39,534,428 common shares and Mr. Ackman has sole voting and investment power with respect to 3,561,548 common shares.

(5) This amount includes 106,862 RSUs that settle upon termination of board service and 212,105 common shares issuable pursuant to options that are exercisable within 60 days after March 31, 2017.

(6) This amount includes 7,169 RSUs that settle upon termination of board service and 100,000 common shares issuable pursuant to options that are exercisable within 60 days after March 31, 2017.

(7) This amount represents RSUs that settle upon termination of board service.

(8) Of this amount, 157,706 Partnership exchangeable units are held by RSMA, LLC (RSMA) and 277,310 Partnership exchangeable units are held by Mini-RSMA, LLC (Mini-RSMA). Mr. Franklin is the managing member of RSMA and Mini-RSMA and may be considered to have beneficial ownership of RSMA and Mini-RSMA s interests. Mr. Franklin disclaims beneficial ownership of any shares held by these entities in which he does not have a pecuniary interest.

(9) This amount includes 53,036 RSUs that settle upon termination of board service and 106,050 common shares issuable pursuant to options that are exercisable within 60 days after March 31, 2017.

(10) This amount includes 966 RSUs that settle upon termination of board service.

(11) This amount includes 5,735 RSUs that settle upon termination of board service.

(12) This amount includes (i) 54,386 RSUs that settle upon termination of board service, (ii) 106,050 common shares issuable pursuant to options that are exercisable within 60 days after March 31, 2017, (iii) 779,090 common shares held by Lobstertail Corporation, and (iv) 11,407 common shares held by LTS Trading Company LLC. Mr. Sicupira is an indirect beneficial owner of equity interests in Lobstertail Corporation. Mr. Sicupira has shared voting control over the shares held by LTS Trading Company LLC as one of four

managers, where majority consent of the managers is required. Mr. Sicupira disclaims beneficial ownership of any shares in which he does not have a pecuniary interest.

(13) This amount includes (i) 9,526 RSUs that settle upon termination of board service, (ii) 22,000 shares held by Mr. Thompson Motta s spouse, and (iii) 11,407 common shares held by LTS Trading Company LLC. Mr. Thompson Motta has shared voting control over the shares held by LTS Trading Company LLC as one of four managers, where majority consent of the managers is required. He has no pecuniary interest in the shares held by LTS Trading Company LLC.

(14) This amount includes 19,482 RSUs that settle upon termination of board service and 5,419,230 common shares held by Societe Familiale d Investissements (SFI). Mr. Van Damme is an indirect beneficial owner of equity interests in SFI. All of the common shares held by SFI are pledged or held in a margin account. Mr. Van Damme disclaims beneficial ownership of any shares in which he does not have a pecuniary interest.

(15) This amount includes 1,563,152 common shares issuable pursuant to options that are exercisable within 60 days after March 31, 2017.

(16) This amount includes 1,146,529 common shares issuable pursuant to options that are exercisable within 60 days after March 31, 2017.

(17) This amount includes 708,051 common shares issuable pursuant to options that are exercisable within 60 days after March 31, 2017.

(18) This amount includes 669,449 common shares issuable pursuant to options that are exercisable within 60 days after March 31, 2017.

(19) Includes in the aggregate (i) 275,142 RSUs that settle upon the termination of board service by respective board members and (ii) 5,187,803 common shares issuable pursuant to options that are exercisable within 60 days after March 31, 2017.

Section 16(a) beneficial ownership reporting compliance

Section 16(a) of the Exchange Act requires our directors, executive officers and persons who own more than 10% of the outstanding common shares to file with the SEC reports of their ownership and changes in their ownership of our common shares. Directors, executive officers and greater-than-ten percent shareholders are also required to furnish us with copies of all ownership reports they file with the SEC. To our knowledge, based solely on a review of the copies of such reports furnished to us and representations that no other reports were required, all of our directors and executive officers complied with all Section 16(a) filing requirements, except that due to administrative oversight, Form 4s were not timely filed for each of Messrs. Cil, Diaz Sesé, Gonçalves, Kobza and Schwartz and Ms. Friesner and Ms. Granat to report awards of dividend equivalent rights for two separate quarters.

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OTHER MATTERS

Shareholder Proposals for the 2018 Annual Meeting

RBI is subject to both the rules of the SEC under the Exchange Act and the provisions of the CBCA with respect to shareholder proposals. As indicated under the CBCA and in the rules of the SEC under the Exchange Act, simply submitting a shareholder proposal does not guarantee its inclusion in the proxy statement as compliance with applicable law is a prerequisite for inclusion.

A shareholder proposal submitted pursuant to the rules of the SEC under the Exchange Act for inclusion in the proxy statement distributed to shareholders prior to the 2018 Annual Meeting of Shareholders (other than in respect of the nomination of directors) must be received by us no later than December 26, 2017, and must comply with the requirements of Rule 14a-8 of the Exchange Act.

The CBCA permits certain eligible shareholders to submit shareholder proposals (including proposals in respect of director nominations) to RBI, which proposals may be included in RBI s proxy materials. To be considered for inclusion in the proxy materials for the 2018 Annual Meeting, any such shareholder proposal under the CBCA must be received by us no later than January 25, 2018. Upon receipt of a proposal in compliance with the requirements of the CBCA and which has not been refused by RBI in accordance with the CBCA, RBI will set out such proposal in the proxy statement distributed to shareholders prior to the 2018 Annual Meeting.

Written requests for inclusion of a shareholder proposal pursuant to the rules of the SEC under the Exchange Act or pursuant to the CBCA should be addressed to: Restaurant Brands International Inc., 226 Wyecroft Road, Oakville, Ontario, L6K 3X7, Canada. The proposal should be sent to the attention of the Corporate Secretary.

Nominations for directors not made in accordance with the shareholder proposal requirements of the CBCA will be considered by RBI s NCG Committee in accordance with the requirements of our bylaws. In accordance with our bylaws, shareholder nominations for candidates for election as directors must be delivered to the Corporate Secretary no earlier than February 5, 2018 and no later than March 7, 2018, provided that in the event that the 2018 Annual Meeting is held on a date that is not within 30 days before or after the first anniversary of the date of the 2017 Annual Meeting, notice must be delivered to the Corporate Secretary not later than the tenth day following the day on which the first public announcement of the date of the 2018 Annual Meeting is made.

A notice providing a director nomination must include, among other things, (i) the name, age, business and residential address, principal occupation or employment and country of residence of the person who the shareholder proposes to nominate, as well as the class or series and number of shares in our capital that person owns of record or beneficially or that person controls or directs and any other information regarding the nominee required to be disclosed in a proxy statement pursuant to applicable securities laws, and (ii) full particulars regarding any proxy, contract, agreement, arrangement, understanding or relationship pursuant to which the nominating shareholder has a right to vote or direct the voting of any shares of RBI and any other information regarding the nominating shareholder required to be

disclosed in a proxy statement pursuant to applicable securities laws. Shareholders should refer to Section 9 of our bylaws for more details relating to the requirements for such notice.

Shareholders wishing to put forward a proposal or nominate a director for election should carefully review the relevant provisions of the Exchange Act, the CBCA and our bylaws. The chairman of the meeting may refuse to allow the transaction of any business, or to acknowledge the nomination of any person, not made in compliance with the foregoing procedures.

List of Shareholders Entitled to Vote at the Meeting

The names of holders of record entitled to vote at the Meeting will be available at our corporate office prior to the Meeting.

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Expenses Relating to this Proxy Solicitation

We will bear the cost of preparing, assembling and delivering the proxy material and of reimbursing brokers, nominees, fiduciaries and other custodians for out-of-pocket and clerical expenses of transmitting copies of the proxy material to the beneficial owners of our stock. A few of our officers and employees may participate in the solicitation of proxies without additional compensation.

Communication with our Board of Directors

Shareholders and other parties interested in communicating directly with the Chairman of the Board or with the non-management directors may do so by writing to: Chairman of the Board, c/o Jill Granat, General Counsel and Corporate Secretary, Restaurant Brands International Inc., 226 Wyecroft Road, Oakville, Ontario, L6K 3X7, Canada. All communications should include the name, address, telephone number and email address (if any) of the person submitting the communication and indicate whether the person is a shareholder.

The Board has approved a process for handling correspondence received by RBI and addressed to the Chairman or to non-management members of the Board. Under that process, the General Counsel and Corporate Secretary reviews all such correspondence and maintains a log of and forwards copies of correspondence that, in the opinion of the General Counsel and Corporate Secretary, deals with the functions of the Board or committees thereof or that she otherwise determines requires their attention. The General Counsel and Corporate Secretary may screen frivolous or unlawful communications and commercial advertisements. Directors may review the log maintained by the General Counsel and Corporate Secretary at any time.

Available Information

We maintain an internet website at www.rbi.com. Copies of the committee charters of each of the Audit Committee, Compensation Committee, NCG Committee, Operations and Strategy Committee and Conflicts Committee, together with certain other corporate governance materials, including our Code of Business Ethics and Conduct for Non-Restaurant Employees, Code of Ethics for Executive Officers and Code of Conduct for Directors, can be found under the Investors Corporate Governance section of our website at www.rbi.com, and such information is also available in print to any shareholder who requests it through our Corporate Secretary at the address below. Our internet website and information contained therein or incorporated therein is not intended to be incorporated in this proxy statement.

We will furnish without charge to each person whose proxy is being solicited, upon request of any such person, a copy of our annual report as filed with the SEC, including the financial statements and schedules thereto, but not the exhibits. Copies of these documents and this proxy statement may be obtained on SEDAR at www.sedar.com or free of charge, through the Investors Investor Information section of our website at www.rbi.com. A request for such copies should be directed to Restaurant Brands International Inc., 226 Wyecroft Road, Oakville, Ontario, L6K 3X7, Canada, Attention: Corporate Secretary. A copy of any exhibit to the 2016 Form 10-K will be forwarded following receipt of a written request with respect thereto addressed to the Corporate Secretary. Financial information relating to RBI is included in the Audited Consolidated Financial Statements for the fiscal year ended December 31, 2016, and the Management s Discussion & Analysis related thereto contained in RBI s annual report on Form 10-K for the fiscal year ended December 31, 2016. Additional information relating to RBI may be found on SEDAR at www.sedar.com

and on the SEC s website at www.sec.gov.

U.S. Householding

Some brokers, banks or other intermediaries may be participating in the practice of householding our proxy materials. This means that only one copy of the proxy statement and the annual report or the Notice, as applicable, may have been sent to multiple shareholders in the same household. We will promptly deliver separate copies of either the proxy materials or the Notice, as applicable, to you if you request them. You can notify us by sending a written request to Restaurant Brands International Inc., 226 Wyecroft Road, Oakville, Ontario, L6K 3X7, Canada, or by contacting our Transfer Agent at (800) 564-6253 (toll free North America) or (514) 982-7555 (international direct dial).

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Approval by Directors

The contents of this proxy statement and the delivery thereof to the shareholders have been approved by the Board of Directors of RBI.

By Order of the Board of Directors

Jill Granat

General Counsel & Corporate Secretary

April 25, 2017

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APPENDIX A

SUMMARY OF TERMS OF THE SECURITIES OF RBI AND PARTNERSHIP

The following summary addresses certain disclosure conditions to the exemptive relief that Restaurant Brands International Limited Partnership (Partnership) received from the Canadian securities regulatory authorities. This summary is not complete and is qualified in its entirety by the complete text of the Amended and Restated Limited Partnership Agreement, dated December 11, 2014, between RBI, 8997896 Canada Inc. and each person who is admitted as a Limited Partner in accordance with the terms of the agreement (the partnership agreement), the Voting Trust Agreement (the voting trust agreement), dated December 12, 2014, between RBI, the Partnership and Computershare Trust Company of Canada (the trustee), the Securities Purchase Agreement, dated August 16, 2014, between RBI and Berkshire Hathaway Inc. (securities purchase agreement) and RBI s Articles of Incorporation, as amended, copies of which are available on SEDAR at www.sedar.com and at www.sec.gov.

The Partnership

Management: The General Partner

RBI is the sole general partner of Partnership (the General Partner) and manages all of Partnership s operations and activities in accordance with the partnership agreement. Subject to the terms of the partnership agreement and the Ontario Limited Partnerships Act, the General Partner has the full and exclusive right, power and authority to manage, control, administer and operate the business and affairs and to make decisions regarding the undertaking and business of Partnership. The partnership agreement provides that, where the General Partner is granted discretion under the partnership agreement in managing Partnership s operations and activities, the General Partner shall be entitled to consider only such interests and factors as it desires, including its own interests and shall have no duty or obligation (fiduciary or otherwise) to give any consideration to any interest of, or factors affecting, Partnership, and will not be subject to any other standards imposed by the partnership agreement, any other agreement, the Ontario Limited Partnerships Act or any other law. Despite the foregoing, the General Partner will only be able to take certain actions (as set forth in the partnership agreement) if the same are approved, consented to or directed by the Conflicts Committee.

Capital Structure of Partnership

The capital of Partnership consists of three classes of units: the common units, the preferred units and the Partnership exchangeable units. The interest of General Partner is represented by common units and preferred units. The interests of the limited partners are represented by the Partnership exchangeable units.

The Partnership Exchangeable Units

Summary of Economic and Voting Rights

The Partnership exchangeable units are intended to provide economic rights that are substantially equivalent, and voting rights with respect to RBI that are equivalent, to the corresponding rights afforded to holders of our common shares. Under the terms of the partnership agreement, the rights, privileges, restrictions and conditions attaching to the Partnership exchangeable units include the following:

The Partnership exchangeable units are exchangeable at any time, at the option of the holder (the exchange right), on a one-for-one basis for common shares of RBI (the exchanged shares), subject to our right as the general partner (subject to the approval of the Conflicts Committee in certain circumstances) to determine to settle any such exchange for a cash payment in lieu of our common shares. If we elect to make a cash payment in lieu of issuing common shares, the amount of the cash payment will be the weighted average trading price of the common shares on the NYSE for the 20 consecutive trading days ending on the last business day prior to the exchange date (the exchangeable units cash amount). Written notice of the determination of the form of consideration shall be given to the holder of the Partnership exchangeable units exercising the exchange right no later than ten business days prior to the exchange date.

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Appendix A

If a dividend or distribution has been declared and is payable in respect of a RBI common share, Partnership will make a distribution in respect of each Partnership exchangeable unit in an amount equal to the dividend or distribution in respect of a common share. The record date and payment date for distributions on the Partnership exchangeable units will be the same as the relevant record date and payment date for the dividends or distributions on our common shares.

If we issue any common shares in the form of a dividend or distribution on the RBI common shares, Partnership will issue to each holder of Partnership exchangeable units, in respect of each exchangeable unit held by such holder, a number of Partnership exchangeable units equal to the number of common shares issued in respect of each common share.

If we issue or distribute rights, options or warrants or other securities or assets of RBI to all or substantially all of the holders of our common shares, Partnership is required to make a corresponding distribution to holders of the Partnership exchangeable units.

No subdivision or combination of our outstanding common shares is permitted unless a corresponding subdivision or combination of Partnership exchangeable units is made.

We and our board of directors are prohibited from proposing or recommending an offer for our common shares or for the Partnership exchangeable units unless the holders of the Partnership exchangeable units and the holders of RBI common shares are entitled to participate to the same extent and on equitably equivalent basis.

Upon a dissolution and liquidation of Partnership, if Partnership exchangeable units remain outstanding and have not been exchanged for our common shares, then the distribution of the assets of Partnership between holders of our common shares and holders of Partnership exchangeable units will be made on a pro rata basis based on the numbers of common shares and Partnership exchangeable units outstanding. Assets distributable to holders of Partnership exchangeable units will be distributed directly to such holders. Assets distributable in respect of our common shares will be distributed to us. Prior to this pro rata distribution, Partnership is required to pay to us sufficient amounts to fund our expenses or other obligations (to the extent related to our role as the general partner or our business and affairs that are conducted through Partnership or its subsidiaries) to ensure that any property and cash distributed to us in respect of the RBI common shares will be available for distribution to holders of RBI common shares in an amount per share equal to distributions in respect of each Partnership exchangeable unit. The terms of the Partnership exchangeable units do not provide for an automatic exchange of Partnership exchangeable units into RBI common shares upon a dissolution or liquidation of Partnership or RBI.

Approval of holders of the Partnership exchangeable units is required for an action (such as an amendment to the Partnership agreement) that would affect the economic rights of an exchangeable unit relative to a RBI common share.

The holders of Partnership exchangeable units are indirectly entitled to vote in respect of matters on which holders of our common shares are entitled to vote, including in respect of the election of our directors, through a special voting share of RBI. The special voting share is held by a trustee, entitling the trustee to that number of votes on matters on which holders of RBI common shares are entitled to vote equal to the number of Partnership exchangeable units outstanding. The trustee is required to cast such votes in accordance with voting instructions provided by holders of Partnership exchangeable units. The trustee will exercise each vote attached to the special voting share only as directed by the relevant holder of Partnership exchangeable units and, in the absence of instructions from a holder of an exchangeable unit as to voting, will not exercise those votes. Except as otherwise required by the partnership agreement, voting trust agreement or applicable law, the holders of the Partnership exchangeable units are not directly entitled to receive notice of or to attend any meeting of the unitholders of Partnership or to vote at any such meeting.

A more detailed description of certain economic, voting and other rights, privileges, restrictions and conditions attaching to the Partnership exchangeable units follows below. For more details, see our Annual Report on Form 10-K for the fiscal year ended December 31, 2014 filed with the SEC.

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Appendix A

Voting Rights of Holders of Partnership Exchangeable Units and Statutory Rights with Respect to RBI

Voting Rights with Respect to RBI

Under the voting trust agreement, RBI has issued one special voting share to the trustee for the benefit of the holders of Partnership exchangeable units (other than RBI and its subsidiaries). The special voting share has the number of votes, which may be cast by the trustee at any meeting at which the holders of RBI common shares are entitled to vote or in respect of any written consent sought by RBI from holders of RBI common shares, equal to the then outstanding number of Partnership exchangeable units (other than Partnership exchangeable units held by RBI and its subsidiaries). Each holder of a Partnership exchangeable unit (other than RBI and its subsidiaries) on the record date for any meeting or shareholder consent at which holders of RBI common shares are entitled to vote is entitled to instruct the trustee to exercise the votes attached to the special voting share for each Partnership exchangeable unit held by the exchangeable unitholder. The trustee will exercise each vote attached to the special voting share only as directed by the relevant holder of Partnership exchangeable units and, in the absence of instructions from a holder of a Partnership exchangeable unit as to voting, will not exercise those votes. A holder of Partnership exchangeable units may, upon instructing the trustee, obtain a proxy from the trustee entitling such holder to vote directly at the meeting the votes attached to the special voting share to which the holder of Partnership exchangeable units is entitled.

Notwithstanding the foregoing, in the event that under applicable law any matter requires the approval of the holder of record or the special voting share, voting separately as a class, the trustee will, in respect of such vote, exercise all voting rights: (i) in favor of the relevant matter where the result of the vote of the RBI common shares, the RBI preferred shares and the special voting share, voting together as a single class on such matter, was the approval of such matter; and (ii) against the relevant matter where the result of such combined vote was against the relevant matter, provided that in the event of a vote on a proposal to amend the articles of RBI to: (x) effect an exchange, reclassification or cancellation of the special voting share, or (y) add, change or remove the rights, privileges, restrictions or conditions attached to the special voting share, in either case, where the special voting share is permitted or required by applicable law to vote separately as a single class, the trustee will exercise all voting rights for or against such proposed amendment based on whether it has been instructed to cast a majority of the votes for or against such proposed amendment.

The voting trust agreement provides that the trustee will mail or cause to be mailed (or otherwise communicate) to the holders of Partnership exchangeable units the notice of each meeting at which the holders of RBI common shares are entitled to vote, together with the related materials and a statement as to the manner in which the holder may instruct the trustee to exercise the votes attaching to the special voting share, on the same day as RBI mails (or otherwise communicates) the notice and materials to the holders of RBI common shares.

Statutory Rights with Respect to RBI

Wherever and to the extent that the CBCA confers a prescribed statutory right on a holder of voting shares, RBI has agreed that the holders of Partnership exchangeable units (other than RBI and its subsidiaries) are entitled to the benefit of such statutory rights through the trustee, as the holder of record of the special voting share. The prescribed statutory rights set out in the voting trust agreement include rights provided for in sections 21, 103(5), 137, 138(4), 143, 144, 175, 211, 214, 229, 239 and 241 of the CBCA. Upon the written request of a holder of Partnership exchangeable units delivered to the trustee, provided that certain conditions are satisfied, RBI and the trustee will

cooperate to facilitate the exercise of such statutory rights on behalf of such holder so entitled to instruct the trustee as to the exercise thereof, such exercise of the statutory right to be treated, to the maximum extent possible, on the basis that such holder was the registered owner of the RBI common shares receivable upon the exchange of the Partnership exchangeable units owned of record by such holder.

Offers for Units or Shares

The partnership agreement contains provisions to the effect that if a take-over bid is made for all of the outstanding Partnership exchangeable units and not less than 90% of the Partnership exchangeable units (other than units of Partnership held at the date of the take-over bid by or on behalf of the offeror or its associates or

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associates) are taken up and paid for by the offeror, the offeror will be entitled to acquire the Partnership exchangeable units held by unitholders who did not accept the offer on the terms offered by the offeror. The partnership agreement further provides that for so long as Partnership exchangeable units remain outstanding, (i) RBI will not propose or recommend a formal bid for RBI s common shares, and no such bid will be effected with the consent or approval of RBI s board of directors, unless holders of Partnership exchangeable units are entitled to participate in the bid to the same extent and on an equitably equivalent basis as the holders of RBI s common shares, and (ii) RBI will not propose or recommend a formal bid for Partnership exchangeable units, and no such bid will be effected with the consent or approval of RBI s board of directors, unless holders of RBI s common shares are entitled to participate in the bid to the same extent and on an equitably equivalent basis as the holders of Partnership exchangeable units. Canadian securities regulatory authorities may intervene in the public interest (either on application by an interested party or by staff of a Canadian securities regulatory authority) to prevent an offer to holders of common shares of RBI, preferred shares or Partnership exchangeable units being made or completed where such offer is abusive of the holders of one of those security classes that are not subject to that offer.

Description of RBI Share Capital

The authorized share capital of RBI consists of (i) an unlimited number of RBI common shares, (ii) one special voting share and (iii) 68,530,939 RBI preferred shares. The following is a summary of the material rights, privileges, restrictions and conditions that attach to RBI s common shares, special voting share and preferred shares.

RBI Common Shares

Notice of Meeting and Voting Rights

Except as otherwise provided by law, the holders of RBI common shares are entitled to receive notice of and to attend all meetings of the shareholders of RBI and will vote together as a single class with the RBI preferred shares and the special voting share. The holders of RBI common shares are entitled to one vote per RBI common share.

Dividend and Liquidation Entitlements

The holders of RBI common shares are entitled to receive dividends, as and when declared by the board of directors of RBI, in such amounts and in such form as the board of directors of RBI may from time to time determine, subject to the preferential rights of the RBI preferred shares and any other shares ranking prior to the RBI common shares. All dividends declared on the RBI common shares will be declared and paid in equal amounts per share. No dividends will be declared or paid on the RBI common shares except as permitted by the terms of the RBI preferred shares. See *RBI Preferred Shares Dividend Entitlements* below.

In the event of the dissolution, liquidation or winding-up of RBI, the holders of RBI common shares shall be entitled to receive the remaining property and assets of RBI after satisfaction of all liabilities and obligations to creditors of RBI, after satisfaction of the RBI preferred share liquidation preference and subject to the preferential rights of any other shares ranking prior to the RBI common shares.

Special Voting Share

Notice of Meeting and Voting Rights

Except as otherwise provided by law, the special voting share shall entitle the holder thereof to vote on all matters submitted to a vote of the holders of RBI common shares at any shareholders meeting of RBI and to exercise the right to consent to any matter for which the written consent of the holders of RBI common shares is sought, and will, with respect to any shareholders meeting or written consent, vote together as a single class with the RBI common shares and RBI preferred shares. The holder of the special voting share shall not be entitled to vote separately as a class on a proposal to amend the articles of amendment of RBI to: (i) increase or decrease the

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maximum number of special voting shares that RBI is authorized to issue, or increase any maximum number of authorized shares of a class having rights or privileges equal or superior to the special voting share; or (ii) create a new class of shares equal or superior to the special voting share. The holder of the special voting share shall be entitled to attend all shareholder meetings of RBI which the holders of RBI common shares are entitled to attend, and shall be entitled to receive copies of all notices and other materials sent by RBI to its holders of RBI common shares relating to such meetings and any consents sought from the holders of common shares.

The holder of the special voting share is entitled to that number of votes equal to the number of votes which would attach to the RBI common shares receivable by the holders of Partnership exchangeable units upon the exchange of all Partnership exchangeable units outstanding from time to time (other than the Partnership exchangeable units held by RBI and its subsidiaries), determined as of the record date for the determination of shareholders entitled to vote on the applicable matter or, if no record date is established, the date such vote is taken. See *The Partnership Exchangeable Units Voting Rights of Holders of Partnership Exchangeable Units and Statutory Rights With Respect to RBI* above.

Dividend and Liquidation Entitlements

The holder of the special voting share is not entitled to receive dividends and has no entitlements with respect to the property or assets of RBI in the event of the dissolution, liquidation or winding-up of RBI.

Redemption Right

At such time as there are no Partnership exchangeable units outstanding, the special voting share shall automatically be redeemed and cancelled for $1 to be paid to the holder thereof.

RBI Preferred Shares

Our articles provide that the maximum number of RBI preferred shares that we are authorized to issue is limited to 68,530,939 RBI preferred shares, which is the number of RBI preferred shares issued to National Indemnity Company (a wholly owned subsidiary of Berkshire Hathaway Inc. (Berkshire)) in connection with the Transactions pursuant to the securities purchase agreement. The original issue date (the original issue date) of these RBI preferred shares is December 12, 2014.

Dividend Entitlements

The holders of the RBI preferred shares are entitled to receive, as and when declared by our board of directors, cumulative cash dividends at an annual rate of 9% on the amount of the purchase price per preferred share, payable quarterly in arrears (regular quarterly dividends). Such dividends accrue daily on a cumulative basis, whether or not declared by our board of directors. If any such dividend or make-whole dividend (defined below) is not paid in full on the scheduled payment date or the required payment date, as applicable (the unpaid portion, past due dividends), additional cash dividends (additional dividends) shall accrue daily on a cumulative basis on past due dividends at an annual rate of 9%, compounded quarterly, whether or not such additional dividends are declared by our Board of Directors.

For each fiscal year of RBI during which any preferred shares are outstanding, beginning with the year that includes the third anniversary of the original issue date of such shares, in addition to the regular quarterly dividends, we are required to pay to the holder of the preferred shares an additional amount (a make-whole dividend). The amount of the make-whole dividend is determined by a formula designed to ensure that on an after tax basis the net amount of the dividends received by the holder on the preferred shares from the original issue date is the same as it would have been had we been a U.S. corporation. The make-whole dividend can be paid, at our option, in cash, common shares or a combination of both. If, however, the common shares issued to the holder would be restricted securities within the meaning of Rule 144(a)(3) of the Securities Act, such common shares must be covered by an effective registration statement permitting them to be freely tradable. In addition, any common shares so issued will be valued for purposes of the make-whole dividend at 97% of the

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average volume weighted average price of our common shares over the five consecutive trading days prior to the delivery of such shares. The make-whole dividends are payable not later than 75 days after the close of each fiscal year starting with the fiscal year that includes the third anniversary of the original issue date. The right to receive the make-whole dividends shall terminate if and at the time that 100% of the outstanding preferred shares are no longer held by Berkshire or any one of its subsidiaries; provided, however, that in the event of a redemption of preferred shares or a liquidation, dissolution or winding up of our affairs, a final make-whole dividend for the year of redemption or liquidation will be computed and paid with respect to all preferred shares subject to the redemption, and in the case of a liquidation, with respect to all preferred shares.

No dividend may be declared or paid on common shares of RBI until a dividend is declared or paid on the RBI preferred shares. In addition, if holders of at least a majority of the outstanding preferred shares have delivered a notice to exercise their right to have RBI redeem the RBI preferred shares, no dividend may be declared or paid on our common shares (except that dividends declared on our common shares prior to the date of such delivery may be paid), unless on the date of such declaration or payment all RBI preferred shares subject to such notice have been redeemed in full.

Redemption

The RBI preferred shares may be redeemed at our option, in whole or in part, at any time on and after the third anniversary of their original issuance on the closing date of the Transactions. After the tenth anniversary of the original issue date, holders of not less than a majority of the outstanding RBI preferred shares may cause us to redeem the RBI preferred shares at a redemption price of 109.9% of the amount of the purchase price per RBI preferred share plus accrued and unpaid dividends and unpaid make-whole dividends. Holders of RBI preferred shares also hold a contingently exercisable option to cause us to redeem their preferred shares at the redemption price in the event of a change in control. In the event that a triggering event (as defined below) is announced, the holders of not less than a majority of the RBI preferred shares may require us, to the fullest extent permitted by law, to redeem all of the outstanding RBI preferred shares of such holders at a price equal to the redemption price for each redeemed share on the date of the consummation of the triggering event. For this purpose, a triggering event means the occurrence of one or more of the following: (i) the acquisition of RBI by another entity by means of a merger, amalgamation, arrangement, consolidation, reorganization or other transaction or series of related transactions if RBI s shareholders constituted immediately prior to such transaction or series of related transactions hold less than 50% of the voting power of the surviving or acquiring entity; (ii) the closing of the transfer, in one transaction or a series of related transactions, to a person or entity (or a group of persons or entities) of RBI s securities if, after such closing, RBI s shareholders constituted immediately prior to such transaction or series of related transactions hold less than 50% of the voting power of RBI or its successor; or (iii) a sale, license or other disposition (in one transaction or a series of related transactions) of all or substantially all of the assets of RBI. Once a RBI preferred share has been redeemed in full, it must be cancelled and may not be reissued.

Voting Rights

Except as otherwise provided by law, the holders of RBI preferred shares are entitled to (i) receive notice of and to attend all meetings of the shareholders of RBI that the holders of the RBI common shares and the special voting share are entitled to attend, (ii) receive copies of all notices and other materials sent by RBI to its shareholders relating to such meetings, and (iii) vote at such meetings. At any such meeting, the holders of the RBI preferred shares are

entitled to cast one vote for each RBI preferred share entitled to vote. In addition, Berkshire has agreed with RBI that (i) with respect to preferred shares representing 10% of the total votes attached to all voting shares of RBI, Berkshire may vote such shares with respect to matters on which it votes as a class with all RBI voting shares, in any manner it wishes and (ii) with respect to preferred shares representing in excess of 10% of the total votes attached to all voting shares of RBI, Berkshire will vote such shares with respect to matters on which it votes as a class with all RBI voting shares, in a manner proportionate to the manner in which the other holders of voting shares voted in respect of such matter. This voting agreement does not apply with respect to special approval matters.

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Except as otherwise required by law or the special approval matters described in the next paragraph below, the RBI common shares, the special voting share and the RBI preferred shares shall vote together as a single class.

So long as any RBI preferred shares are outstanding, the vote or consent of the holders of a majority of the outstanding RBI preferred shares, separately as a class, shall be necessary for effecting or validating any of the following matters (special approval matters):

Authorization, Creation or Issuance of Shares of RBI. Any amendment or alteration of the articles of amendment of RBI to (i) authorize or create, or increase the authorized amount of, any shares of any class or series of shares of RBI, or the issuance of any shares of any class or series of shares of RBI, in each case, ranking senior to or equally with the RBI preferred shares with respect to either or both the payment of dividends and/or the distribution of assets on any liquidation, dissolution or winding up of RBI, or having or sharing any voting or consent rights with respect to any special approval matter or (ii) decrease the authorized amount of RBI common shares;

Authorization or Issuance of Additional RBI Preferred Shares or Certain Other Shares. The authorization or issuance of (or obligation to issue) (i) any RBI preferred shares in addition to the RBI preferred shares authorized and issued on the original issue date, (ii) any shares of any class or series of shares of RBI ranking equally with or senior to the RBI preferred shares with respect to either or both the payment of dividends and/or the distribution of assets on any liquidation, dissolution or winding up of RBI, or (iii) any shares of any class or series of shares of RBI that is not perpetual and has a term that ends on or before the eleventh anniversary of the original issue date, or provides for mandatory redemption thereof on any date on or before the eleventh anniversary of the original issue date, or provides for any right of the holder thereof to put such shares to RBI or otherwise cause or require the purchase of such shares by RBI on or before the eleventh anniversary of the original issue date, or that is convertible or exchangeable into any of the foregoing;

Amendments. Any amendment, alteration or repeal of any provision of the terms of the RBI preferred shares set out in the articles of amendment of RBI or other amendment, alteration or repeal of the articles of amendment or bylaws of RBI that affects or changes the rights, preferences, privileges or powers of the RBI preferred shares; and

Share Exchanges, Reclassifications, Mergers, Amalgamations and Consolidations. Any consummation of a share exchange or reclassification involving the RBI preferred shares, or of a merger, amalgamation, arrangement or consolidation of RBI with another corporation or other entity, unless as a result thereof (x) the RBI preferred shares remain outstanding or are converted into or exchanged for preference securities of the surviving entity with rights, preferences, privileges and powers substantially identical to those of the RBI preferred shares, and (y) there is no other class or series of equity outstanding that would not be permitted to be issued and outstanding as described under *Ranking* below or the issuance of which would be a special approval matter if the same were to be issued by RBI on the date of consummation of such exchange, reclassification, merger, amalgamation, arrangement or consolidation (provided, that if pursuant to such transaction the holders of RBI preferred shares hold preference securities in a surviving entity, the equity of such surviving entity shall also comply with the requirements of this

clause (y)).

No other class or series of shares of RBI shall have or share any voting or consent rights with the holders of RBI preferred shares with respect to any special approval matter.

Transfer

The RBI preferred shares are subject to restrictions on transfer. Berkshire has agreed in the securities purchase agreement that, until the fifth anniversary of the closing of the Transactions, it may not transfer the RBI preferred shares without the consent of the holders of at least 25% of the RBI common shares (except to a subsidiary in which it owns at least 80% of the equity interests). On or after such fifth anniversary, Berkshire (or any such subsidiary) may transfer the RBI preferred shares provided that any such transfer must be in minimum increments of at least $600,000,000 of aggregate liquidation value.

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APPENDIX B

GAAP TO NON-GAAP RECONCILIATIONS

Below, we define the non-GAAP financial measures used in this proxy statement, provide a reconciliation of each non-GAAP financial measure to the most directly comparable financial measure calculated in accordance with GAAP, and discuss the reasons that we believe this information is useful to management and may be useful to investors. These measures do not have standardized meanings under GAAP and may differ from similarly captioned measures of other companies in our industry.

Adjusted EBITDA

EBITDA is defined as earnings (net income or loss) before interest, (gain) loss on early extinguishment of debt, taxes, and depreciation and amortization and is used by management to measure operating performance of the business.

Adjusted EBITDA is defined as EBITDA excluding the non-cash impact of share-based compensation and non-cash incentive compensation expense and (income) loss from equity method investments, net of cash distributions received from equity method investments, as well as other operating expenses (income), net. Other specifically identified costs associated with non-recurring projects are also excluded from Adjusted EBITDA, including acquisition accounting impact on cost of sales, Tim Hortons transaction and restructuring costs and integration costs, each of which is associated with the acquisition of Tim Hortons. Adjusted EBITDA is used by management to measure operating performance of the business, excluding these non-cash and other specifically identified items that management believes are not relevant to management s assessment of operating performance or the performance of an acquired business. Adjusted EBITDA, as defined above, also represents our measure of segment income.

	Year Ended December 31,	
	2016	2015
	(in US$ millions)	
Segment income:		
TH	$ 1072.3	$ 906.7
BK	815.9	759.5
Adjusted EBITDA	1,888.2	1,666.2
Share-based compensation and non-cash incentive compensation expense[1]	42.0	51.8
Acquisition accounting impact on cost of sales		0.5
Integration costs[2]	16.4	
TH transaction and restructuring costs[3]		116.7
Impact of equity method investments[4]	(8.0)	17.7

Other operating expenses (income), net	(0.7)	105.5
EBITDA	1,838.5	1,374.0
Depreciation and amortization	171.8	181.8
Income from operations	1,666.7	1,192.2
Interest expense, net	466.9	478.3
Loss on early extinguishment of debt		40.0
Income tax expense	243.9	162.2
Net income	$ 955.9	$ 511.7

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Organic Growth in Adjusted EBITDA

Adjusted EBITDA growth, on an organic basis, is a non-GAAP measure that excludes the impact of foreign currency exchange rate (FX) movements. Management believes that organic growth is an important metric for measuring the operating performance of the business as it helps identify underlying business trends, without distortion from the effects of FX movements. We calculate the impact of FX movements by translating current year results at prior year monthly average exchange rates.

	Actual		2016 vs. 2015		Impact of FX Movements	Organic Growth	
(in US$ millions)	**2016**	**2015**	**$**	**%**	**$**	**$**	**%**
Calculation:		A	B		C	B-C=D	D/A
Adjusted EBITDA							
TH	$ 1,072.3	$ 906.7	$ 165.6	18.3%	$ (31.8)	$ 197.4	21.8%
BK	$ 815.9	$ 759.5	$ 56.4	7.4%	$ (20.2)	$ 76.6	10.1%
RBI	$ 1,888.2	$ 1,666.2	$ 222.0	13.3%	$ (52.0)	$ 274.0	16.4%

Adjusted Diluted Earnings Per Share (EPS)

Adjusted Net Income is defined as net income excluding (i) franchise agreement amortization, which is a non-cash expense arising as a result of acquisition accounting that may hinder the comparability of our operating results to our industry peers, (ii) amortization of deferred financing costs and original issue discount, a non-cash component of interest expense, and (gains) losses on early extinguishment of debt, which are non-cash charges that vary by the timing, terms and size of debt financing transactions, (iii) (income) loss from equity method investments, net of cash distributions received from equity method investments, (iv) other operating expenses (income), net, and (v) other specifically identified costs associated with non-recurring projects. Adjusted Net Income includes preferred share dividends.

Adjusted Diluted EPS is calculated by dividing Adjusted Net Income by the number of diluted shares of RBI during the reporting period. Adjusted Net Income and Adjusted Diluted EPS are used by management to evaluate the operating performance of the business, excluding certain non-cash and other specifically identified items that management believes are not relevant to management s assessment of operating performance or the performance of an acquired business.

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	Year Ended December 31,	
	2016	2015[7]
	(in US$ millions, except per share data)	
Net income	$ 955.9	$ 511.7
Income tax expense	243.9	162.2
Income before income taxes	1,199.8	673.9
Adjustments:		
Franchise agreement amortization	27.3	27.8
Amortization of deferred financing costs and original issue discount	38.9	34.9
Interest expense and loss on extinguished debt[5]	12.6	53.2
Acquisition accounting impact on cost of sales		0.5
Integration costs[2]	16.4	
TH transaction and restructuring costs[3]		116.7
Impact of equity method investments[4]	(8.0)	17.7
Other operating expenses (income), net	(0.7)	105.5
Total adjustments	86.5	356.3
Adjusted income before income taxes	1,286.3	1030.2
Adjusted income tax expense[6]	272.1	240.0
Adjusted net income before preferred share dividends	1,014.2	790.2
Preferred share dividends	270.0	271.2
Adjusted net income	$ 744.2	$ 519.0
Adjusted diluted earnings per share	$ 1.58	$ 1.09
Weighted average diluted shares outstanding	470.0	476.0

Footnotes to Reconciliation Tables

(1) Represents share-based compensation expense associated with equity awards for the periods indicated; also includes the portion of annual non-cash incentive compensation expense that eligible employees elected to receive or are expected to elect to receive as common equity in lieu of their 2015 and 2016 cash bonus, respectively.

(2) In connection with the implementation of initiatives to integrate the back-office processes of TH and BK to enhance efficiencies, we incurred certain non-recurring selling, general and administrative expenses related to these initiatives during the three and twelve months ended December 31, 2016, primarily consisting of professional fees.

(3) In connection with the acquisition of Tim Hortons Inc. and a series of post-closing transactions during 2015 that resulted in changes to our legal and capital structure, we incurred certain non-recurring selling, general and administrative expenses during the three and twelve months ended December 31, 2015.

(4) Represents (i) (income) loss from equity method investments and (ii) cash distributions received from our equity method investments. Cash distributions received from our equity method investments are included in segment income.

(5) For the three and twelve months ended December 31, 2016, represents non-cash interest expense related to losses reclassified from accumulated other comprehensive income (loss) into interest expense in connection with interest rate swaps settled in May 2015. For the three and twelve months ended December 31, 2015, represents loss on early extinguishment of debt, $3.2 million and $11.3 million of non-cash interest expense, respectively, related to losses reclassified from accumulated other comprehensive income (loss) into interest expense in connection with interest rate swaps settled in May 2015 and $1.9 million of incremental months ended December 31, 2015 related to the redemption of the Tim Hortons Notes and the March 2015 mandatory prepayment of our term loan.

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(6) Adjusted income tax expense for the three and twelve months ended December 31, 2016 and 2015, respectively, includes the tax impact of the non-GAAP adjustments and is calculated using our statutory tax rate in the jurisdiction in which the costs were incurred.

(7) Commencing in the first quarter of 2016, we revised our presentation of Adjusted Net Income and Adjusted Diluted Earnings per Share to include share-based compensation and non-cash incentive compensation expense, with the revision applied retrospectively to the earliest period presented to provide period-to-period comparability.

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DESCRIPTION OF INCENTIVE PLANS

Equity Compensation Plan Information

The following table presents information regarding equity awards outstanding under our compensation plans as of December 31, 2016 (amounts in thousands):

Plan Category	(a) Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights	(b) Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights[1]	(c) Number of Securities Remaining Available for Future Issuance under Equity Compensation Plans (Excluding Securities Reflected in Column (a))
Equity Compensation Plans Approved by Security Holders	26,160	$ 17.89	6,232
Equity Compensation Plans Not Approved by Security Holders			
Total	26,160	$ 17.89	6,232

(1) The weighted average exercise price does not take into account the common shares issuable upon outstanding RSUs vesting, which have no exercise price.

The total number of RBI common shares that can be issued from treasury under our equity compensation plans is as follows:

the 2011 Omnibus Plan pursuant to which 10,538,041 common shares are issuable, representing 4.5% of the issued and outstanding common shares of RBI as of March 31, 2017 (2.3% on a fully exchanged basis, assuming that 100% of the outstanding Partnership exchangeable units are exchanged for RBI common shares);

the 2012 Omnibus Plan pursuant to which 5,534,865 common shares are issuable, representing 2.3% of the issued and outstanding common shares of RBI as of March 31, 2017 (1.2% on a fully exchanged basis);

the 2006 Plan pursuant to which 9,172 common shares are issuable, representing .004% of the issued and outstanding common shares of RBI as of March 31, 2017 (.002% on a fully exchanged basis);

the 2012 Plan pursuant to which 480,743 common shares are issuable, representing 0.2% of the issued and outstanding common shares of RBI as of March 31, 2017 (0.1% on a fully exchanged basis); and

the 2014 Omnibus Plan pursuant to which 10,366,037 common shares are issuable pursuant to awards currently outstanding and an additional 4,206,504 are issuable, together representing 6.2% of the issued and outstanding common shares of RBI as of March 31, 2017 (3.2% on a fully exchanged basis).

Accordingly, an aggregate of 31,135,362 common shares are currently issuable under all security based compensation arrangements, representing 13.2% of the issued and outstanding common shares of RBI as of the Record Date (6.7% on a fully exchanged basis).

The total number of equity awards outstanding which will result in common shares being issued and the percentage such common shares represent of RBI s currently outstanding capital for our prior plans and the 2014 Omnibus Plan are as follows:

the 2011 Omnibus Plan pursuant to which 64 option awards (with 10,411,639 options under grant) and 3 restricted stock unit awards (with 126,402 RSUs under grant) are outstanding, representing 4.4% and 0.05% of the issued and outstanding common shares of RBI as of March 31, 2017 (2.3% and 0.03% on a fully exchanged basis);

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the 2012 Omnibus Plan pursuant to which 221 option awards (with 5,465,557 options under grant) and 10 restricted stock unit awards (with 69,308 RSUs under grant) are outstanding, representing 2.3% and 0.03% of the issued and outstanding common shares of RBI as of March 31, 2017 (1.2% and 0.015% on a fully exchanged basis);

the 2006 Plan pursuant to which 1 option award (with 9,172 options under grant) are outstanding, representing 0.004% of the issued and outstanding common shares of RBI as of March 31, 2017 (0.002% on a fully exchanged basis);

the 2012 Plan pursuant to which 15 option awards (with 480,743 options under grant) are outstanding, representing 0.2% of the issued and outstanding common shares of RBI as of March 31, 2017 (0.1% on a fully exchanged basis);

the 2014 Omnibus Plan pursuant to which 416 option awards (with 7,604,738 options under grant) and 661 restricted stock unit awards (with 1,106,111 RSUs under grant) and 33 performance shares awards (with 1,655,188 performance share units under grant) are outstanding, representing 3.2%, 0.5% and 0.7% of the issued and outstanding common shares of RBI as of March 31, 2017 (1.6%, 0.2% and 0.4% on a fully exchanged basis).

About the 2014 Omnibus Plan

A summary of the Restaurant Brands International Inc. Amended and Restated 2014 Omnibus Incentive Plan (the 2014 Omnibus Plan) is set out below. The purpose of the 2014 Omnibus Plan is to attract, retain and reward those employees, directors and other individuals who are expected to contribute significantly to our success, to incentivize such individuals to perform at the highest level, to strengthen the mutuality of interests between such individuals and our shareholders and, in general, to further the best interests of RBI and our shareholders.

As of March 31, 2017, 14,572,541 common shares are authorized and issuable under the 2014 Omnibus Plan. Pursuant to amendments to the 2014 Omnibus Plan that were approved at our 2016 Annual Meeting, this maximum number of common shares can be increased to include any common shares not used to settle awards issued under our prior plans.

Awards Granted	
Participants	Any director, employee or consultant of RBI, its subsidiaries or any of its affiliates is eligible to participate in the 2014 Omnibus Plan
Plan administration	The Compensation Committee of RBI (the Committee) administers the 2014 Omnibus Plan
Stock options	The holder receives common shares when options are exercised upon payment of the exercise price

Except under certain circumstances described in the 2014 Omnibus Plan, the term of each option will not exceed 10 years

The Committee fixes the vesting conditions it deems appropriate when granting options

The exercise price per share under an option is determined by the Committee at the time of original grant, however the exercise price will not be less than fair market value of a common share on the date the option is granted

To the extent vested and exercisable, options may be exercised in whole or in part at any time during the term, by providing notice and payment in full of the purchase price, which can be paid as follows: (i) in cash or by check, bank draft or money order payable to RBI; (ii) as permitted by law and the Committee, through a payment by the participant s broker; or

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	(iii) on such other terms and conditions as may be acceptable to the Committee (including, without limitation, having RBI withhold common shares issuable upon exercise of the option, or by payment in full or in part in the form of common shares owned by the participant, based on the Fair market value of the common shares on the payment date as determined by the Committee).
Stock appreciation rights (SARs)	The Committee may grant stock appreciation rights (SARs) under the 2014 Omnibus Plan SARs may be granted to participants either alone (freestanding) or in addition to other awards granted under the 2014 Omnibus Plan (tandem) Except under certain circumstances described in the 2014 Omnibus Plan, a freestanding SAR will not have a term of greater than ten years Unless it is a substitute award, a freestanding SAR will not have a grant price less than the fair market value of the share on the date of grant In the case of any tandem SAR related to an option, the SAR will not be exercisable until the related option is exercisable and will terminate, and no longer be exercisable, upon the termination or exercise of the related option.
Restricted Stock/Restricted Stock Units (RSUs)	Shares of restricted stock and restricted stock units (RSUs) will be subject to any restrictions that the Committee may impose, including any limitation on the right to vote a share of restricted stock or the right to receive any dividend or dividend equivalent
Deferred Stock	Deferred stock will be settled upon expiration of the deferral period specified for an award by the Committee In addition, deferred stock will be subject to any restrictions on transferability, risk of forfeiture and other restrictions that the Committee may impose and, the Committee, in its discretion, may award dividend equivalents with respect to awards of deferred stock
Performance awards	The Committee may grant a performance award to a participant payable upon the attainment of specific performance goals
Other awards	

	The Committee may grant other awards that may be that may be denominated or payable in, valued in whole or in part by reference to, or otherwise based on, or related to, shares or factors that may influence the value of shares
	The Committee is also permitted to grant cash-based awards to participants and determine any conditions or terms of such awards
	The Committee is also permitted to grant equity interests in any entity with respect to which RBI holds, directly or indirectly, a controlling interest, whether such entity is a corporation, partnership or other entity. a performance award to a participant payable upon the attainment of specific performance goals
Issue limits	The number of shares that may be issued under all of RBI s security-based compensation plans to directors and senior officers of RBI or its subsidiaries, 10% shareholders of RBI, and affiliates of such persons may not exceed 10% of RBI s issued and outstanding common shares at any time or within a one-year period

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Issuing common shares	We can issue any combination of the following kinds of common shares: authorized for issue but not yet issued acquired by RBI If we issue common shares in settlement of an option or SAR, the number of common shares available for issue under the 2014 Omnibus Plan will be reduced by the same number of shares issued in settlement
Value of awards	*Fair market value* of common shares on any relevant grant date means the closing price of our common shares on the TSX (for Canadian participants) or the NYSE (for non-Canadian participants) on the trading day immediately prior to the relevant grant date
Clawback and forfeiture	Any award granted after January 1, 2017 is subject to mandatory repayment or forfeiture by the participant to RBI, as applicable, if required pursuant to the terms of the RBI clawback policy or any law rule or regulation which imposes mandatory recoupment under the circumstances The Committee also reserves the right in an award agreement to cause the forfeiture of the gain realized by a participant with respect to an award on account of actions taken, or failed to be taken, by such participant in breach of their obligations under applicable company agreements, obligations or policies
Termination of awards	If an award expires, is cancelled, is settled in cash, or is otherwise terminated without being exercised or payment being made, the common shares subject to that award shall remain available for issuance under the 2014 Omnibus Plan
Termination of employment	The 2014 Omnibus Plan provides the Committee with discretion to provide in any award agreement, or in an individual case, the circumstances in which awards shall be exercised, vested, paid or forfeited in the event a participant ceases to provide service to RBI prior to exercise or settlement or the end of a performance period
Change in control	Unless otherwise provided in an award agreement, in the event of a change in control a participant s unvested award will be treated in accordance with one of the following methods as determined by the Committee:

awards, whether or not vested, will be continued, assumed or have new rights substituted as determined by the Committee;

the Committee, in its sole discretion, may provide for the purchase of any awards by RBI or an affiliate for an amount of cash equal to the excess of the change in control price of the shares covered by such awards, over the aggregate exercise price of such awards; or

if and to the extent that the approach chosen by the Committee results in an acceleration or potential acceleration of the exercise, vesting or settlement of an award, the Committee may impose such conditions upon the exercise, vesting or settlement of such award as it determines

Financial Assistance

The 2014 Omnibus Plan does not include provisions to provide financial assistance to participants to facilitate the exercise of options

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Making changes to the 2014 Omnibus Plan

The board of directors of RBI may amend, suspend, or terminate the 2014 Omnibus Plan, in whole or in part, at any time, provided that all material amendments to the 2014 Omnibus Plan require the prior approval of the shareholders and must comply with the rules of the TSX

The following changes require approval by our Board and our shareholders:

an increase in the maximum number of common shares that may be made the subject of awards under the 2014 Omnibus Plan

making a change or adjustment (other than for a stock dividend, recapitalization or other transaction where an adjustment is permitted or required under the terms of the plan) that reduces or would have the effect of reducing the exercise price of an option or SAR granted under the plan, whether through amendment, cancellation or replacement grants, or other means

increasing the limits on awards that can be made to participants

extending the term of an outstanding option or SAR beyond its expiration date, except as specified for awards that expire outside of an established trading window

making a change that would permit options granted under the plan to be transferred or assigned other than to settle an estate

changing the plan s amendment provisions that is not either for housekeeping purposes or to maintain compliance with applicable laws or regulations

Examples of changes the Committee can make without shareholder approval:

ensuring continuing compliance with applicable law, the rules of the TSX or other applicable stock exchange rules and regulations or accounting or tax rules and regulations

minor changes of a housekeeping nature

changing the vesting provision of the 2014 Omnibus Plan or any Award, subject to certain limitations

waiving any conditions or rights under any award, subject to certain limitations

changing the termination provisions of any award that does not entail an extension beyond the original expiration date thereof

adding a cashless exercise feature, payable in securities, where such feature provides for a full deduction of the number of underlying shares from the Plan reserve, and any amendment to a cashless exercise provision

adding a form of financial assistance and any amendment to a financial assistance provision which is adopted

changing the process by which a participant who wishes to exercise his or her award can do so

delegating any and all of the powers of the Committee to administer the 2014 Omnibus Plan to officers of RBI

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Transferability	Awards are generally non-transferrable and may be exercised, during a grantee s lifetime, only by the grantee or, in limited circumstances, by the holder s legal representative
	No awards under the 2014 Omnibus Plan shall, except as otherwise specifically provided by law or permitted by the Committee, be transferable in any manner other than by will or the law of descent

About the 2012 Omnibus Incentive Plan

The Restaurant Brands International Inc. Amended and Restated 2012 Omnibus Incentive Plan (the 2012 Omnibus Plan) is based on the Burger King Worldwide, Inc. Amended and Restated 2012 Omnibus Plan as amended effective as of December 12, 2014 to reflect that RBI assumed all of the obligations of Burger King Worldwide, Inc. for purposes of the 2012 Omnibus Plan and all outstanding award agreements thereunder. Effective as of December 12, 2014, the only outstanding awards under the 2012 Omnibus Plan are stock options and restricted stock units. As of December 12, 2014, no new awards can be granted under the 2012 Omnibus Plan and no employee, director or other individual are permitted to commence participation in the 2012 Omnibus Plan. As of March 31, 2017, a maximum of 5,534,865 common shares are authorized and issuable under the 2012 Omnibus Plan. The terms of the 2012 Omnibus Plan are substantially equivalent to the 2014 Omnibus Plan described above.

About the 2012 Plan

The Restaurant Brands International Inc. 2012 Stock Incentive Plan (the 2012 Plan) is based on the Tim Hortons Inc. 2012 Stock Incentive Plan as amended effective as of December 12, 2014 to reflect that RBI assumed all of the obligations of Tim Hortons Inc. for purposes of the 2012 Plan and all outstanding award agreements thereunder. Effective as of December 12, 2014, the only outstanding awards under the 2012 Plan are stock options and tandem stock appreciation rights which replaced stock options and tandem stock appreciation rights outstanding at the time of the closing of the Transaction as more fully described in Section 3.2(j) of Schedule D to the Arrangement Agreement. As of December 12, 2014, no new awards can be granted under the 2012 Plan and no employee, director or other individual are permitted to commence participation in the 2012 Plan. As of March 31, 2017, a maximum of 480,743 common shares are authorized and issuable under the 2012 Plan.

Awards Granted	
Participants	Employees, non-employee directors and individuals that had received a formal written offer of employment were eligible to participate in the 2012 Plan
Plan administration	The Compensation Committee of RBI (the Committee) administers the 2012 Plan
Stock options	The holder receives common shares when the options are exercised based on the price of our common shares at the time of exercise

When exercised, the holder surrenders the related number of stock appreciation rights for cancellation

The exercise times, vesting and term of the options (which did not exceed 10 years at time of issue) remain unchanged

Stock appreciation rights (SARs)

The outstanding SARs have been granted in tandem with the outstanding options and:

can only be exercised when the related option is exercisable

the holder receives, in the discretion of the Committee, cash, common shares or a combination of both when SARs are exercised

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the amount the holder receives is: the number of SARs exercised x (the fair market value of common shares on the date the SARs were exercised, less the option price)

when exercised, the holder surrenders the related number of stock options for cancellation

terminate when the related option is exercised, expires or is forfeited

Issue limits

The 2012 Plan includes the following limitations:

Non-employee directors we can grant up to 0.25% of our issued and outstanding common shares (at the time the award is granted) to non-employee directors as a group, or $100,000 to each individual non-employee director in a calendar year

Insiders we can grant a total of up to 10% of our issued and outstanding common shares under all security-based compensation arrangements to all insiders as a group, and no more than 10% in any one-year period

Issuing common shares

We can issue any combination of the following kinds of common shares:

authorized for issue but not yet issued

acquired by or on behalf of a trust we establish and hold for future delivery

acquired by delivery of cash to a broker to acquire shares on behalf of eligible participants

	If we issue common shares in settlement of an option or SAR, the number of common shares available for issue under the 2012 Plan will be reduced by the same number of shares issued in settlement
Value of awards	*Fair market value* of common shares on any relevant date means the closing price of our common shares on the TSX or, if the Committee chooses, the NYSE, on the trading day just before the relevant date
Termination of awards	If an award expires, is cancelled, is settled in cash, or is otherwise terminated without being exercised or payment being made, the common shares subject to that award shall remain available for issuance under the plan but no new awards will be made under the 2012 Plan
Termination of employment	The 2012 Plan contains provisions concerning the treatment of options and SARS upon termination of employment, which apply unless otherwise set forth in an applicable award agreement, or unless otherwise determined by the Committee, with the consent of the holder
	If a holder dies or becomes disabled the holder s options and SARs will become immediately exercisable and may be exercised for a period of four years following death or disability (but in no event beyond the maximum term of the option or SAR)
	If a holder s employment is terminated by reason of retirement the holder s options and SARs will remain outstanding for a period of four years (but in no event beyond the maximum term of the option or SAR) and unvested options and SARs will continue to vest in accordance with their applicable vesting schedule
	If a grantee s employment is terminated without cause in connection with a sale or other disposition of a subsidiary the holder s options and SARs

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	will remain outstanding for one year (but in no event beyond the maximum term of the option or SAR) and unvested options and SARs will become immediately vested on the termination date
	If a grantee s employment terminates for any other reason all of the holder s options and SARS will be forfeited immediately unless otherwise determined by the Human Resource and Compensation Committee with the holder s consent, except any vested options or SARs the holder holds will remain exercisable for a period of 90 days following termination of employment or, in the event such holder dies during such 90 day period, remain exercisable for a period of one year following the termination date but, in no event, beyond the maximum term of the option or SAR
Change in control	Except as otherwise provided in an award agreement or another agreement between the holder and the company (or a subsidiary thereof), in the event that, within 24 months following the occurrence of a change in control , a holder s employment is terminated without cause or for good reason all options/SARs outstanding on the termination date, whether or not exercisable, will become immediately exercisable
Financial Assistance	The 2012 Plan does not include provisions to provide financial assistance to participants to facilitate the exercise of options
Making changes to the 2012 Plan	Except as described below, the Committee could amend, suspend, discontinue or terminate the 2012 Plan and any outstanding awards, in whole or in part, at any time without giving notice to shareholders or receiving their approval, provided that all material amendments to the 2012 Plan receive shareholder approval
	The following changes require approval by our Board and our shareholders:
	making a change or adjustment (other than for a stock dividend, recapitalization or other transaction where an adjustment is permitted or required under the terms of the plan) that reduces or would have the effect of reducing the exercise price of an option or SAR granted under the plan, whether through amendment, cancellation or replacement grants, or other means
	extending the term of an outstanding option or SAR beyond its expiration date, except as specified for awards that expire outside of an established trading window

increasing the limits on awards that can be made to non-employee directors and insiders

making a change that would permit options granted under the plan to be transferred or assigned other than to settle an estate

changing the plan s amendment provisions that is not either for housekeeping purposes or to maintain compliance with applicable laws or regulations

In addition, we may not change an outstanding option or tandem SAR in a way that will materially adversely impair the rights of the holder without his or her consent, unless we are making the change so we can continue to comply with applicable laws or regulations.

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	Examples of changes the Committee can make without shareholder approval:
	changes that relate to a stock dividend, recapitalization or other transaction where an adjustment is allowed or required
	changes that relate to a change in capitalization that leads to a change in shares or an exchange of shares for a different number or kind of shares or other securities of RBI
	changing a vesting provision or changing the termination provisions, but not extending it beyond its original expiration date
	adding a form of financial assistance, and making a change to an existing financial assistance provision
	changes to continue to comply with applicable laws, regulations, requirements, rules or policies of any governmental authority or stock exchange
	housekeeping changes, including changes that eliminate ambiguity or that correct or supplement any provision
Transferability	Options and SARs are generally non-transferrable and may be exercised, during a grantee s lifetime, only by the grantee
	If a holder of an options and SAR becomes incapacitated, the holder s legal representative or estate may exercise the option or SAR

About the 2006 Plan

The Restaurant Brands International Inc. 2006 Stock Incentive Plan (the 2006 Plan) is based on the Tim Hortons Inc. 2006 Stock Incentive Plan as amended effective as of December 12, 2014 to reflect that as a result of the Arrangement Agreement and Plan of Merger among RBI, Burger King Worldwide, Inc. and Tim Hortons Inc., RBI assumed all of

the obligations of Tim Hortons, Inc. for purposes of the 2006 Plan and all outstanding award agreements thereunder. Effective as of December 12, 2014, the only outstanding awards under the 2006 Plan are stock options and tandem stock appreciation rights which replaced stock options and tandem stock appreciation rights outstanding at the time of the closing of the Transaction as more fully described in Section 3.2(j) of Schedule D to the Arrangement Agreement. As of December 12, 2014, no new awards can be granted under the 2006 Plan and no employee, director or other individual are permitted to commence participation in the 2006 Plan. As of March 31, 2017, a maximum of 9,172 common shares are authorized and issuable under the 2006 Plan. The terms of the 2006 Plan are substantially equivalent to the 2012 Plan described above.

About the 2011 Omnibus Incentive Plan

The Restaurant Brands International Inc. 2011 Omnibus Incentive Plan (the 2011 Omnibus Plan) is based on the Burger King Worldwide Holdings, Inc. 2011 Omnibus Plan. All stock options and restricted stock units under the 2011 Omnibus Plan outstanding on June 20, 2012 were assumed by Burger King Worldwide, Inc. and converted into stock options to acquire common stock and restricted stock units of Burger King Worldwide, Inc., and Burger King Worldwide, Inc. assumed all of the obligations of Burger King Worldwide Holdings, Inc. under the 2011 Omnibus Plan. The 2011 Omnibus Plan was amended effective as of December 12, 2014 to reflect that RBI assumed all of the obligations of Burger King Worldwide, Inc. for purposes of the 2011 Omnibus Plan and all outstanding award agreements thereunder. Effective as of December 12, 2014, the only outstanding awards under the 2011 Omnibus Plan are stock options and restricted stock units. As of March 31, 2017, a maximum of 10,538,041 common shares are authorized and issuable under the 2011 Omnibus Plan.

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Awards Granted	
Participants	Employees, directors and consultants were eligible to participate in the 2011 Omnibus Plan
Stock options	The holder receives common shares when the options are exercised upon payment of the purchase price
	The exercise times, vesting and term of the options (which did not exceed 10 years at time of issue) remain unchanged
	The purchase price per share under an option was determined by the Committee at the time of original grant and was not less than the fair market value of a share on the date of grant.
Restricted Share Units	The holder has a contractual right to receive one share or the value of one share pursuant to the terms and conditions in the applicable award agreement.
Issuing common shares	We can issue any combination of the following kinds of common shares:
	authorized for issue but not yet issued
	acquired by RBI
	If we issue common shares in settlement of an option or restricted share unit, the number of common shares available for issue under the 2011 Omnibus Plan will be reduced by the same number of shares issued in settlement
Value of awards	*Fair market value* of common shares on any relevant date means the closing price of our common shares on the NYSE on the date in question (or the preceding date trading day just before the relevant date if there was no trading on the date in question). Prior to the predecessor of BKW becoming public, fair market value was determined by the Committee at the time, acting in good faith
Termination of awards	If an award expires, is cancelled, is settled in cash, or is otherwise terminated without being exercised or payment being made, the common shares subject to that award shall remain available for issuance under the plan but no new awards will be made under the 2011 Omnibus Plan
Plan administration	The Committee administers the 2011 Omnibus Plan
Termination of employment	

	The 2011 Omnibus Plan provided the Committee with discretion to provide in any award agreement the circumstances in which a stock option or restricted share unit shall be exercised, vested, paid or forfeited in the event a participant ceases to provide service to RBI prior to exercise or settlement
Financial Assistance	The 2011 Omnibus Plan does not include provisions to provide financial assistance to participants to facilitate the purchase of securities or exercise of awards
Making changes to the 2011 Omnibus Incentive Plan	The 2011 Omnibus Plan provides the board of directors of RBI with broad powers to amend the Plan without shareholder approval unless such shareholder approval is required pursuant to TSX or NYSE rules or applicable law

The 2011 Omnibus Plan provides the Committee with certain powers, including:

make amendments to achieve the stated purposes of the 2011 Omnibus Plan in a tax-efficient manner and to comply with foreign law

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	amend outstanding awards provided that the rights of a participant are not adversely affected (unless changes are made to continue to comply with applicable laws or exchange requirements) and the amendment does not have the effect of reducing the exercise price of the award
	adjust awards in recognition of certain corporate events where appropriate to prevent dilution or enlargement of the benefits intended to be made available under the 2011 Omnibus Plan
Transferability	Options and restricted share units are generally non-transferrable and may be exercised, during a grantee s lifetime, only by the grantee

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8th Floor, 100 University Avenue

Toronto, Ontario M5J 2Y1

www.computershare.com

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Mr A Sample	**Security Class**
Designation (if any)	123
Add1	
Add2	**Holder Account Number**
add3	
add4	C1234567890 XXX
add5	
add6	

This Form of Proxy is solicited by and on behalf of Management of Restaurant Brands International Inc.

Notes to proxy

1. **Every holder has the right to appoint some other person or company of their choice, who need not be a holder, to attend and act on their behalf at the meeting or any adjournment or postponement thereof. If you wish to appoint a person or company other than the persons whose names are printed herein, please insert the name of your chosen proxyholder in the space provided (see reverse).**

2. If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc.), then all those registered should sign this proxy. If you are voting on behalf of a corporation or another individual you must sign this proxy with signing capacity stated, and you may be required to provide documentation evidencing your power to sign this proxy.

3. This proxy should be signed in the exact manner as the name(s) appear(s) on the proxy.

4. If this proxy is not dated, it will be deemed to bear the date on which it is mailed by Management to the holder.

5. **The securities represented by this proxy will be voted as directed by the holder, however, if such a direction is not made in respect of any matter, this proxy will be voted as recommended by the Board of Directors.**

6. The securities represented by this proxy will be voted in favour or withheld from voting or voted against each of the matters described herein, as applicable, in accordance with the instructions of the holder, on any ballot that may be called for and, if the holder has specified a choice with respect to any matter to be acted on, the securities will be voted accordingly.

7. This proxy confers discretionary authority in respect of amendments or variations to matters identified in the Notice of Meeting or other matters that may properly come before the meeting or any adjournment or postponement thereof.

8. This proxy should be read in conjunction with the accompanying documentation provided by Management and the Board of Directors.

9. If the meeting is adjourned or postponed, your proxy must be received by 8:00 a.m. (Eastern Time) on the last business day preceding the day of the reconvened meeting.

Proxies submitted must be received by 11:59 p.m., Eastern Daylight Time, on June 1, 2017.

VOTE USING THE TELEPHONE OR INTERNET 24 HOURS A DAY 7 DAYS A WEEK!

Call the number listed BELOW from a touch tone telephone.	Go to the following web site: www.investorvote.com	You can enroll to receive future securityholder communications electronically by visiting www.investorcentre.com and clicking at the bottom of the page.
1-866-732-VOTE (8683) Toll Free	**Smartphone?** Scan the QR code to vote now.	

If you vote by telephone or the Internet, DO NOT mail back this proxy.

Voting by mail may be the only method for securities held in the name of a corporation or securities being voted on behalf of another individual.

Voting by mail or by Internet are the only methods by which a holder may appoint a person as proxyholder other than the Management nominees named on the reverse of this proxy. Instead of mailing this proxy, you may choose one of the two voting methods outlined above to vote this proxy.

To vote by telephone or the Internet, you will need to provide your CONTROL NUMBER listed below.

CONTROL NUMBER 123456789012345

01B8TB CPUQC01.E.INT/000001/i1234

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Appointment of Proxyholder

I/We, being holder(s) of Restaurant Brands International Inc. common shares hereby appoint: Jill Granat, or failing this person, Daniel S. Schwartz **OR** **Print the name of the person you are appointing if this person is someone other than the Management Nominees listed herein.**

as my/our proxyholder with full power of substitution and to attend, act and to vote for and on behalf of the shareholder in accordance with the following directions (or if no directions have been given, as the proxyholder sees fit) on all proposals set forth below and all other matters that may properly come before the **Annual and Special Meeting** of shareholders of **Restaurant Brands International Inc.** to be held at the offices of Restaurant Brands International Inc., 226 Wyecroft Road, Oakville, Ontario L6K 3X7 on June 5, 2017 at 8:00 a.m., Eastern Daylight Time, and at any adjournment or postponement thereof.

The Board of Directors recommends a vote FOR proposals 1, 2 and 3 and makes no recommendation regarding shareholder proposal 4.

1. Election of Directors

	Withhold		Withhold		Withhold
01. Alexandre Behring		02. Marc Caira		03. Martin E. Franklin	
04. Paul J. Fribourg		05. Neil Golden		06. Ali Hedayat	
07. Thomas V. Milroy		08. Daniel S. Schwartz		09. Carlos Alberto Sicupira	
10. Cecilia Sicupira		11. Roberto Moses Thompson Motta		12. Alexandre Van Damme	

	For	Against	Withhold
2. Say-On-Pay			
Approval, on a non-binding advisory basis, of the compensation paid to named executive officers.			

	For	Withhold
3. Appointment of Auditors		

Appoint KPMG LLP as our auditors to serve until the close of the 2018 Annual Meeting of Shareholders and authorize our directors to fix the auditors remuneration.

	For	Against	Withhold
4. Shareholder Proposal			
Consider a shareholder proposal to adopt a written board diversity policy, if properly presented at the Meeting.			

Authorized Signature(s) - This section must be completed for your instructions to be executed. I/We authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any proxy previously given with respect to the Meeting. **If no voting instructions are indicated above, this Proxy will be voted as recommended by the Board of Directors.**	Signature(s)	Date MM / DD / YY

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