

BURGER KING HOLDINGS, INC.
A Delaware corporation
(the “Company”)

EXECUTIVE COMMITTEE CHARTER
(Revised as of November 7, 2007)

Purpose

The Executive Committee (the “Committee”) is created by the Board of Directors (the “Board”) of the Company to exercise the full powers and prerogatives of the Board and take any action that could be taken by the Board, subject to certain limitations as more particularly described in this charter;

Membership

The Committee shall be composed of four (4) directors, one (1) of whom shall be the Chief Executive Officer of the Company (the “CEO”).

The Committee shall recommend to the Board, and the Board shall designate, the Chairman of the Committee. Members shall be appointed by the Board for a one-year term or until a successor is appointed and qualified and may be removed by the Board at any time. All vacancies in the Committee shall be filled by the Board.

Powers and Responsibilities

Except as set forth below, the Committee may exercise the full powers and prerogatives of the Board in the management of the business and affairs of the Company and take any action that could be taken by the Board. .

Limitations

The Committee shall not exercise any powers or duties, or take any action (i) that may not be delegated by the Board pursuant to Section 141 of the Delaware General Corporation Law or the Amended and Restated Bylaws of the Company or otherwise prohibited by applicable law, (ii) that would commit the Company or any of its subsidiaries to make expenditures of more than \$25 million per transaction (based on the estimated total cost of a project, contract or commitment); or (iii) that has been delegated to other committees of the Board. All expenditures in excess of \$25 million must be authorized and approved by the Board. Notwithstanding the foregoing, the Committee shall have authority to (i) declare dividends from wholly-owned subsidiaries in excess of \$25 million, and (ii) make and capitalize loans by and among the Company and its wholly-owned subsidiaries in excess of \$25 million. .

Reporting to Board

- The Committee shall report on its actions and activities at the next quarterly meeting of the Board.
- At least annually, the Committee shall evaluate its own performance and report to the Board on such evaluation.
- The Committee shall periodically review and assess the adequacy of this charter and recommend any proposed changes to the Board for approval.

Procedures

The Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this charter. Meetings of the Committee may be called by the CEO or any member of the Committee. The Chairman of the Committee, in consultation with the other Committee members, shall determine the frequency and length of the Committee meetings and shall set meeting agendas consistent with this charter. All meetings of the Committee may be held telephonically. A majority of Committee members shall constitute a quorum. The Committee shall maintain minutes or other records of meetings and activities of the Committee. The Committee may invite to its meetings any director, member of management of the Company, and such other persons as it deems appropriate in order to carry out its responsibilities. All determinations of the Committee shall be made by a majority of its members present at a meeting duly called and held, except as specifically provided herein. In the event the number of Committee members voting in favor of a proposal and the number of Committee members voting against such proposal are equal, the proposal shall be submitted to a vote of the Board. Any decision or determination of the Committee reduced to writing and signed by all of the members of the Committee shall be fully as effective as if it had been made at a meeting duly called and held.

Resources and Authority

In discharging its responsibilities, the Committee is empowered (without seeking Board approval) to study or investigate any matter of interest or concern that the Committee deems appropriate and to select, retain and terminate counsel, consultants and other experts.