



## ADVENTURES—AND SUCCESS—

# AT EVERY TURN

Bold. Innovative. Committed. Those are just a few of the words we and others have used to describe *Burger King*® in fiscal 2008. As we reflect upon our second full year as a publicly traded company, we see success at every turn—in every corner of the world. We met or exceeded each of our long-term growth targets. Worldwide revenues climbed 10 percent to a record \$2.46 billion and profits grew a whopping 24 percent. Average restaurant sales globally increased 9 percent, surpassing the \$1.3 million mark for the first time. And restaurants grew by a net unit count of 282, bringing our restaurant portfolio to 11,565, the highest number in the brand's history.

Our record financial performance was driven by our new adventures in every aspect of our business:

**ADVENTURES IN GLOBAL GROWTH:** We entered new territories such as Eastern Europe and expanded in existing ones, raising the number of countries and U.S. territories we serve to 71. In Latin America, our restaurant count hit 1,000. In the U.S. and Canada, we had positive net restaurant growth for the

first time in six years. And throughout Asia Pacific, we continue to project our brand presence via gateway airport locations, including Beijing and Hong Kong. Our 350,000 company and franchise employee ambassadors proudly served countless SuperFans and SuperFamilies around the world.

ADVENTURES IN RESTAURANT DESIGN: At Burger King®, innovation is a constant. In fiscal 2008, we revealed a new concept—the Whopper Bar™. Focused on serving up America's favorite hamburger, our signature Whopper® sandwich, the Whopper Bar™ restaurant is designed to reach new guests in unique locales, with the first one expected to debut at Universal Studios Florida®, during fiscal 2009. Others will soon follow on college campuses, cruise ships and casinos, just to name a few.

On a larger scale, we, along with many of our franchisees, are investing in new restaurant design concepts that are contemporary and more environmentally friendly. In fiscal 2008, we invested tens of millions of dollars in fresh looks for company-owned restaurants, and our plans call for a similar level of investment in fiscal 2009. Guests love the new look, with many reimaged restaurants experiencing double-digit sales growth.

ADVENTURES IN DINING: The 50th anniversary of the Whopper® sandwich produced new spinoffs, like the Angry Whopper® sandwich with zesty onion rings in the United Kingdom and the adventurous Indy Double Whopper® sandwich in the U.S. and Latin America. Tasty new menu offerings tempted guests everywhere—from exciting new value items like the Spicy Chick 'N Crisp® sandwich and the Cheesy Bacon BK Wrapper™ to tasty indulgent products like the Steakhouse

Burger and Homestyle Melts. We also promoted our new kids meal with options that include such inventive items as  $BK^{TM}$  Fresh Apple Fries and nutritionally fortified  $Kraft^{\otimes}$  Macaroni and Cheese. Concepts tested in fiscal 2008 will arrive in force in fiscal 2009. Look for Dessert Bars that serve ice cream, mini-burger packs called BK Burger Shots<sup>TM</sup>, and the mega Angus burger.







IN CELEBRATION OF 50 YEARS OF THE WHOPPER\* SANDWICH, WE GAVE OUR GUESTS A FEEL FOR WHAT THE WORLD WOULD BE LIKE WITHOUT IT WITH OUR SUCCESSFUL "WHOPPER\* FREAKOUT" MEDIA CAMPAIGN.

ADVENTURES IN MARKETING: Burger King® brand's distinctive marketing continued to grab guests' attention. The "Whopper® Freakout" media campaign gave people a taste of a world without our flagship burger—and they didn't like it, not one bit! The commercials became wildly popular, winning awards and creating extreme buzz. We also had hits with the "Bite Into Adventure" tie-in with the blockbuster

Indiana Jones<sup>TM</sup> movie, The Kingdom of the Crystal Skull<sup>TM</sup>, and promotional tie-ins with movies such as Iron Man<sup>TM</sup>, Transformers<sup>TM</sup>, The Incredible Hulk<sup>TM</sup> and, who could forget, The Simpsons<sup>TM</sup> Movie! The King also really made it big; he along with the Whopper<sup>®</sup> sandwich were immortalized at Madame Tussauds in New York City's Times Square.

**ADVENTURES IN TECHNOLOGY:** Have It Your Way® technologies continue to set us apart. They include the new versatile flexible broiler that enables us to offer more innovative products never before available in the fast food hamburger restaurant space. The Burger King®-developed Bluetooth®

headsets allow for efficient restaurant crew member communication resulting in faster and more accurate customer service. And the roll out of a breakthrough pricing tool lets each U.S. company-owned restaurant adjust prices in real time according to ever-changing local market dynamics.

**ADVENTURES IN GUEST SERVICE**: Propelled by our "*BK*® Our Way" program for internal leadership and team building, employees embrace an "I make the difference" attitude that empowers each team member to provide exceptional service that keeps customers coming back for more. As a

result, turnover of crew members and managers improved substantially in fiscal 2008, while employee satisfaction levels increased worldwide. Therefore, it's no surprise that guest satisfaction levels continue to rise markedly in every region.

**ADVENTURES IN PHILANTHROPY:** We enhanced our philanthropic activities in the communities we serve through our *Have It Your Way*® Foundation. The Foundation's *BK*® Scholars program has granted more than \$11 million in scholarships and the Foundation has provided numerous

grants to many great organizations such as *The Jimmy Fund*®, supporting the pediatric arm of the Dana-Farber Cancer Institute, Big Brothers Big Sisters, and the BK® Cancer Caring Center. And through the BK® Family Fund, we continue to help employees by offering emergency grants when needed.





The Burger King® empire continues to expand to satisfy hungry guests. In Latin America, Burger King® is now the number one fast food hamburger restaurant chain in 16 of the 25 countries we serve. In the U.S. and Canada, our net restaurant count grew for the first time in six years. We expanded into Eastern Europe and recorded significant development throughout the Middle East and Mediterranean. In Asia Pacific, we continued to build the foundation for future development growth and relaunched our brand positioning to resonate with our bold, edgy, and young consumers in China.

Our winning streak of comparable sales growth and net restaurant openings led to record average restaurant sales of \$1.3 million worldwide. Global revenues topped \$2.46 billion—another all-time high—thanks to reimaged restaurants; energized employees; committed franchisees; versatile new technology; longer competitive hours of operations; and new menu items that satisfy all guests, from the value-minded to those seeking indulgence.

In fiscal 2009 and beyond, our global expansion plans call for opening 3-to-4-percent net new units of worldwide restaurant count annually. Our roadmap? Manage growth strategically in the right places with the right business partners and at the right time to generate the best return on investment.







# NEW DIGS

To be the King, you need to dress the part. To that end, both company-owned and franchise restaurants are being reimaged. These restaurants are showcasing a fresh, eye-catching design and modern décor. The reimaging features a contemporary exterior with fresh landscaping and an interior that embraces new textures, materials, and lighting. In the end, it's all about enhancing our guests' experience.

Many of the new restaurants feature a reduced footprint, with an average 25 percent savings in non-real estate development costs, and a greener environmental imprint compared to previous designs. We are accelerating efforts to develop more energy-efficient restaurants including equipment like the flexible batch broiler and testing other new environmentally friendly options like hoods and fryers. We recognize the importance of creating a more energy-efficient Kingdom to be enjoyed by future generations of the brand's most valued and loyal consumers, SuperFans and SuperFamilies.

The good news is that our guests have noticed, as reimaged restaurants generate an average sales rise of 16 percent and rebuilt restaurants a 36 percent sales increase. And the updated image also reinvigorates our *Burger King*® crews as everyone takes pride in the fresh, new look.





OUR FRESH NEW RESTAURANT DESIGNS HELP US CONTINUE TO DRIVE SALES AND INCREASE GUESTS' VISITS GLOBALLY.

# **OPERATIONS GET THE**

# ROYAL TREATMENT

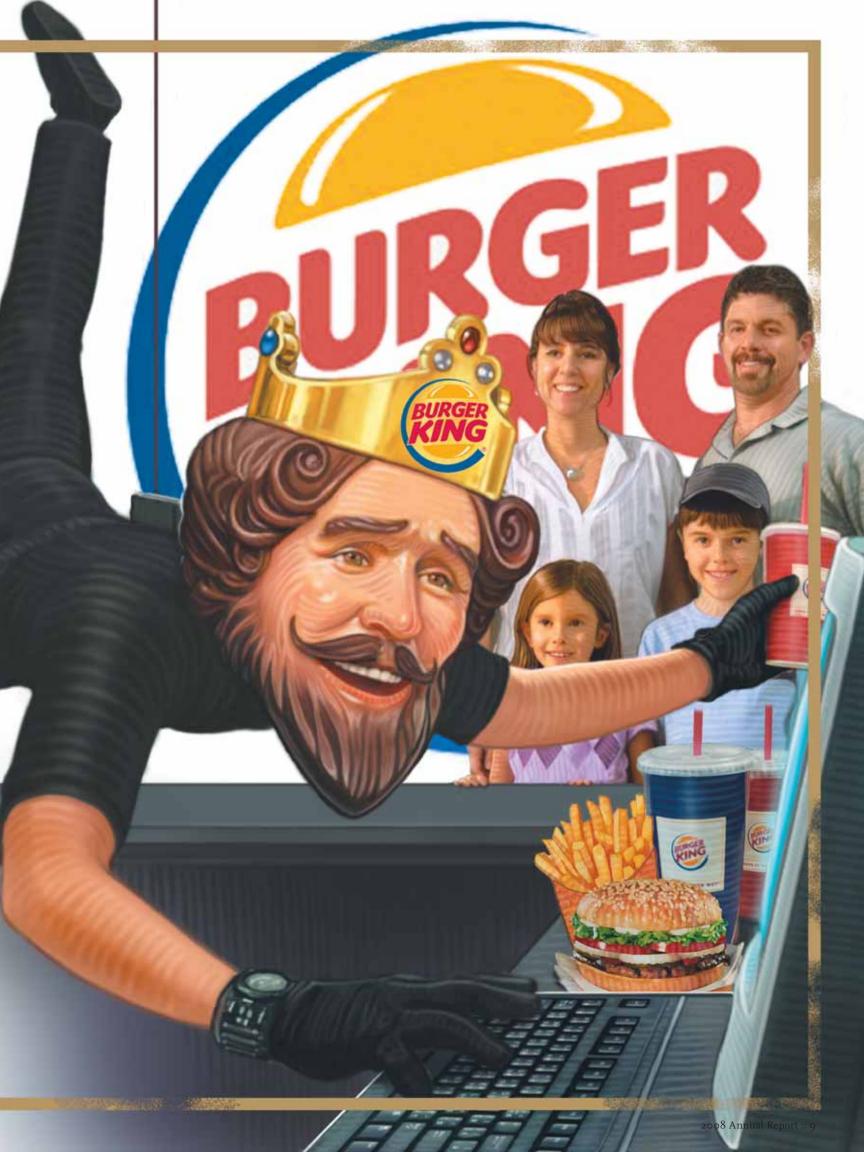
As we continued our global expansion, our restaurants made measurable progress in serving guests by making the most of our five operational platforms. We delivered **Hot & Fresh** food with **Friendly & Fast** service in a **Clean & Safe** environment from employees energized by a **Teach & Coach** culture. At the same time, we kept up our **Cost & Control** efforts by employing more efficient systems.

We recognize that it's not just all about top-line growth. It's about running cost-effective, highly efficient restaurants, translating to improved guest satisfaction, repeat visits and, most importantly, greater profits. So in operations, as with anything else, it's fresh ideas that set *Burger King®* restaurants apart from the competition. In fiscal 2008, one such idea was a new pricing tool that enables restaurants to examine their competitive data and make market-driven changes in menu pricing. Another was a cost-effective, leading-edge, *Burger King®*-designed *Bluetooth®* headset now available to U.S. restaurants that allows for improved crew member communication and speed of service, generating a superior guest experience.

Other new breakthrough technologies also proved to be true differentiators in fiscal 2008. Systems being implemented worldwide in our company-owned and franchise restaurants include our versatile flexible broilers that will make it possible for us to introduce new products, and the continued roll out of advanced point-of-sale systems, which will provide us with better marketing and financial data.

Why is this a key driver of our business? There's no doubt that operational excellence delivers dividends. Restaurants with higher guest satisfaction results earn higher profits. And the good news is that guest satisfaction improved in every region around the globe. We expect these results will continue to improve as we work toward offering a consistently great guest experience at each and every *Burger King®* restaurant.





## MARKETING-AND MENUS-

# FIT FOR A KING

In fiscal 2008, we achieved our 18th consecutive quarter of positive worldwide comparable sales growth through innovative marketing alliances, creative advertising and, best of all, great tasting products.

The fiscal year started with our highly successful *The Simpsons™ Movie* promotional tie-in. With more than a billion hits, SuperFans of all ages created Simpsonized versions of themselves at www.simpsonizeme.com. The momentum continued in the second half of the fiscal year with our homage to the 5oth anniversary of the *Whopper®* sandwich. The "*Whopper® Freakout*" media campaign imagined a world without our signature sandwich and sparked a frenzy! The campaign was so successful that it shattered the Nielsen IAG ad-rating service's record for consumer recall and likeability. That marketing savvy made for a successful fiscal 2008 and extended our industry marketing leadership.

We offered guests adventures at every turn, including tie-ins with popular box-office hits, such as the *Indiana Jones*<sup>TM</sup> movie, *The Kingdom of the Crystal Skull*<sup>TM</sup>, *Transformers*<sup>TM</sup>, *Iron Man*<sup>TM</sup>, *Sponge Bob's Pest of the West*<sup>TM</sup>, and *The Incredible Hulk*<sup>TM</sup>. We maintained our provocative edge by featuring our Late Night Ambassador, Sean "Diddy" Combs, with the introduction of more competitive hours. We also reached our guests through new media outlets, including Web banners, iPod® downloads, and a scratch-off prize contest. Our social currency increased exponentially with our brand mentioned on *The Daily Show* with Jon Stewart, *The Colbert Report, The Tonight Show* with Jay Leno, the *Late Show* with David Letterman, *The Today Show*, and more.

But it always comes back to our great tasting food. We introduced new value menu items, like the Spicy *Chick 'N Crisp®* sandwich and Cheesy Bacon *BK Wrapper™*, and indulgent sandwiches, like the Steakhouse Burger and Homestyle Melts. Reflecting our global reach, we developed and leveraged products from around the world. For example, the U.S. and Canadian Spicy *Chick 'N Crisp®* sandwich was embraced





with an added *spicy kick* by our SuperFans in Mexico and we expect the mini-burgers introduced in Puerto Rico will roll out *BIG* in North America and many European markets.

We took steps forward under our BK Positive Steps<sup>SM</sup> program, including eliminating cooking with trans fat oils in the U. S. and Canada by October 2008. We also signed the Council of Better Business Bureaus' pledge to market healthy and nutritious menu options to children under the age of 12. As a result, we launched a new innovative kids meal that meets our stringent nutrition criteria. It includes  $BK^{TM}$  Fresh Apple Fries—fresh-cut, skinless apples sliced to resemble real French fries—and nutritionally fortified  $Kraft^{\otimes}$  Macaroni and Cheese, a menu item exclusive to  $Burger\ King^{\otimes}$  restaurants. Recognizing the product's nutritional attributes and broad-based appeal, the Glycemic Research Institute in Washington, D.C., awarded  $BK^{TM}$  Fresh Apple Fries the "Kid Friendly Product of the Year."

Expect more surprises in fiscal 2009. We're cooking up unique promotional tie-ins, exciting advertising campaigns and, at any given time, our kitchens are testing at least 50 new products.





### THE KING REWARDS HIS

# LOYAL FOLLOWERS

Through inclusion, training, and charitable giving, *Burger King®* is making a real difference at home and around the world. Our broad inclusion program ranks us among the most diverse corporations in the U.S., earning us recognition by *Black Enterprise Magazine* ("The 40 Best Companies for Diversity"), *Hispanic Enterprise Magazine* ("Best 25 Franchises for Latinos"), *Profiles in Diversity Journal* ("Top Companies for Innovations in Diversity"), and many others.

Our focus on people—employees, franchisees, and suppliers—and our culture of bold, accountable, empowered, and fun differentiates us. Inclusion is the backbone of our culture and a competitive advantage for us. Different backgrounds and experiences spark innovation that leads to a stronger business. Unique perspectives help us stay in touch with emerging consumer trends and insights. Through inclusion, we're creating a culture where everyone can succeed.

Training is also core to our success. Our "*BK*® Our Way" program provides tools for building strong teams, empowered crew members and great leaders. We adopted a "Fix It Now" approach that enables all restaurant employees to do the right thing. The result? Turnover at company-owned restaurants is at record lows while guest satisfaction scores reached all-time highs.

Our good work continues in the communities where we work and live. Together with our franchisees and through our *Have It Your Way*® Foundation, we donate millions each year to worthwhile causes. Recently, the *Burger King*® system gave \$688,000 to the Muscular Dystrophy Association at the Jerry Lewis Telethon and \$300,000 to Give Kids the World, a non-profit that grants children with life-threatening illnesses an all-expense-paid Orlando theme park vacation. Our *BK*® Scholars Program, created in memory of *Burger King*® co-founder James W. McLamore, is the cornerstone of our efforts to support education through scholarships. Additionally, we will continue to provide financial assistance to members of our *Burger King*® family when unexpected emergencies strike close to home through the *BK*® Family Fund.



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VE CARE ABOUT OUR EMPLOYEES AND THE COMMUNITIES IN WHICH WE WORK AND LIVE. IT'S PART OF OUR *BK*\* CULTURE.

### TO OUR

# SHAREHOLDERS

# Our business has never been stronger, our future never brighter. And the best is yet to come as the *Burger King®* adventure continues.

By any major financial or operational metric, Burger King Holdings, Inc., delivered record results and significant achievements in fiscal 2008. Profits grew by 24 percent amid sharply rising commodity prices and a challenging consumer environment. We accomplished this through our people—employees, franchisees, and suppliers—all working together to drive our brand forward each and every day, and their unwavering dedication to deliver on our *Have It Your Way®* brand promise globally.

Our laser focus and commitment to progressive improvements enabled us to continue our grand adventure—serving great tasting food at affordable prices in 71 countries and U.S. territories. Our adventure is defined by our *True North Plan* and its four strategic growth pillars—products, marketing, operations, and development. This year we continued our winning streak, posting significant improvements and setting new records.

# IN OUR SECOND FULL YEAR AS A PUBLIC COMPANY, BURGER KING HOLDINGS, INC. POSTED:

- :: Record worldwide revenues of \$2.46 billion, up 10 percent from fiscal 2007
- :: The 18th consecutive quarter of worldwide positive comparable sales
- :: Exceeded last year's best in a decade traffic performance
- :: Record worldwide average restaurant sales (ARS) of \$1.3 million, up 9 percent from fiscal 2007
- :: A net restaurant gain of 282—the highest net restaurant growth in eight years
- :: Record earnings per share of \$1.38, up 24 percent from our adjusted earnings per share in fiscal 2007, again exceeding our long-term growth target

We expect this exciting global adventure to continue for the next several years. For fiscal 2009, we will open even more restaurants; step up our company-owned restaurant reimaging initiative; roll out the first *Whopper Bar*™; continue to innovate and launch high-demand products; excite consumers with new promotional tie-ins and creative advertising; effectively execute on our operational platforms; and, of course, give back to the communities we serve. We are uniquely positioned to deliver best-in-class results based on our multiple growth drivers and our steadfast desire to be the best in the industry.

In fiscal 2009, we expect to open 350-to-400 net new restaurants worldwide by expanding in key markets including China, Brazil, Eastern Europe, the Middle East, and North America. Our plans call for us to reimage even more company-owned restaurants with contemporary designs and décor with many of our franchisees making similar investments. We're also accelerating efforts to reduce our environmental footprint, reducing the size of the restaurants and introducing more energy-efficient equipment. We expect all of these development opportunities to significantly grow our top-line and increase profits.

Our innovation process—refined over five years of successful menu strategies, product R&D, and new kitchen equipment—continues to satisfy the demand of both indulgence-seeking and value-minded guests. Our product offerings are intended to increase our broad-based appeal and to fill in existing product gaps in breakfast, snacking, and desserts. We are very excited about upcoming launches, including BK Breakfast  $Shots^{TM}$ , BK Burger  $Shots^{TM}$ , mega Angus burger, soft-serve ice cream treats, and  $BK^{\circledast}$  Smoothies. All these great tasting products are aimed at driving traffic and increasing ARS.



# EXECUTIVE TEAM

Top row left to right: Anne Chwat, Gladys DeClouet, Chuck Fallon, Armando Jacomino, Russ Klein Middle row left to right: Julio Ramirez, John Chidsey, Raj Rawal

**Bottom row left to right:** Peter Robinson, Pete Smith, Peter Tan, Amy Wagner, Ben Wells

Our robust marketing calendar is filled with innovative and cutting-edge promotions and tie-ins aimed at attracting even more SuperFans and SuperFamilies across the globe. Our marketing leadership continues as we align ourselves with properties such as the *NFL*, *The Pink Panther*<sup>TM</sup>, *Star Trek*<sup>TM</sup>, and a soon-to-be-announced new gaming partner! Our brand strategies are designed to drive increased brand awareness and social relevance leading to incremental guest visits.

We continue to improve the guest experience by executing on our operational platforms and the roll out of new technologies. Guest satisfaction scores are at all-time highs, but we are committed to exceeding these results. Restaurants with higher scores correlate strongly with higher sales and profits. Worldwide, notable technological improvements in fiscal 2009 will include the continued implementation of new point-of-sale systems and the versatile flexible broiler. Additionally, in the U.S., we will continue the roll out of our new pricing tool designed to make market-driven pricing decisions and <code>Bluetooth®</code> headsets to enable faster and more accurate customer service. We are dedicated to running cost-effective, highly efficient operations aimed at improving guest satisfaction, and as a result, greater profits.

We are also increasingly proud of the efforts and commitments to give back to the communities we serve. Through

our *Have It Your Way*® Foundation, we have granted thousands of scholarships, helped children with life-threatening illnesses, and supported youth programs. And our franchisees also continue to positively impact their communities through active participation in many local philanthropic efforts.

With our focus on our *True North Plan* and its strategic global growth pillars, we are well-positioned to continue our positive momentum into fiscal 2009. We recognize consumer pressures will likely continue, but we have taken appropriate steps to position the brand profitably. We are ready to serve consumers' increasing demand for quality and convenience as they look to us to provide great value while creating significant value for you, our shareholders.

I'm sure you agree that's an adventure worth pursuing.

John W. Chidsey

John W. Chidsey
Chairman and
Chief Executive Officer
October 8, 2008



### SHAREHOLDER & CONTACT INFORMATION

#### CORPORATE INFORMATION

#### STOCK LISTING

New York Stock Exchange, Symbol: BKC

#### TRANSFER AGENT

#### The Bank of New York Mellon

Shareowner Services Church Street Station P.O. Box 11258 New York, NY 10286-1258 Phone: 800.524.4458

# INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

KPMG LLP, Miami, Florida

#### ANNUAL MEETING

The fiscal 2008 Annual Meeting of Shareholders will be held at 9 a.m. Eastern time on November 20, 2008, at the Hilton Miami Airport, 5101 Blue Lagoon Drive, Miami, Florida 33126.

### CERTIFICATIONS

The Company's Chairman and Chief Executive Officer, John W. Chidsey, certified to the New York Stock Exchange (NYSE) on December 27, 2007, pursuant to Section 303A.12(a) of the NYSE's listing standards, that he was not aware of any violation by the company of the NYSE's corporate governance listing standards as of that date.

John W. Chidsey and Ben K. Wells, Chief Financial Officer, have issued the certifications required by Sections 302 and 906 of the Sarbanes-Oxley Act of 2002 and applicable Securities and Exchange Commission regulations with respect to the company's fiscal 2008 Annual Report on Form 10-K. The full text of the certifications is set forth in Exhibits 31 and 32 to the company's fiscal 2008 Annual Report on Form 10-K. Shareholders may obtain a copy of these certifications and/or a complete copy of the company's Annual Report on Form 10-K free of charge through the Investor Relations—SEC Filings section of its Internet Web site at www.bk.com.

#### **BOARD OF DIRECTORS**

#### John W. Chidsey

Chairman and

Chief Executive Officer, BKC

#### Brian T. Swette

Private Investor

#### Richard W. Boyce

Partner, TPG Capital

#### David A. Brandon

Chairman and Chief Executive Officer, Domino's Pizza, Inc.

### Ronald M. Dykes

Former CFO, BellSouth Corporation

#### Peter R. Formanek

Private Investor

#### Manuel A. Garcia

President and Chief Executive Officer, Atlantic Coast Management

#### Sanjeev K. Mehra

Managing Director, Goldman, Sachs & Co.

#### Stephen G. Pagliuca

Managing Director, Bain Capital Partners

### Kneeland C. Youngblood

Co-founder and Managing Partner, Pharos Capital Group

#### **EXECUTIVE TEAM**

#### John W. Chidsey

Chairman and Chief Executive Officer

#### **Anne Chwat**

General Counsel and Secretary

#### **Gladys DeClouet**

Senior Vice President, North America Company Operations

#### Charles M. Fallon, Jr.

President, North America

#### Armando Jacomino

President, Latin America

#### Russell B. Klein

President, Global Marketing, Strategy, and Innovation

#### Julio A. Ramirez

Executive Vice President, Global Operations

#### Raj Rawal

Senior Vice President and Chief Information Officer

#### **Peter Robinson**

President, Europe, the Middle East and Africa

# Peter C. Smith

Chief Human Resources Officer

### Peter Tan

President, Asia Pacific

#### Amy E. Wagner

Senior Vice President, Investor Relations and Global Communications

# Ben K. Wells

Chief Financial Officer

This Annual Report to shareholders contains management's expectations, beliefs, projections, plans and strategies regarding future events and operating performance that are forward-looking by nature and, accordingly, are subject to risks and uncertainties. These forward-looking statements include statements regarding our plans and expectations regarding net restaurant growth in fiscal 2009 and beyond; our plan to manage growth strategically to generate the best return on investment; our intention and expectations regarding our ability to continue to offer innovative concepts and products; our ability to continue to employ creative marketing strategies and advertising; our ability to execute on our operational platforms; our expectations regarding our restaurant reimaging program; our ability to roll out new technological improvements to Burger King® restaurants worldwide and our expectations regarding the impact of these improvements; our intention and efforts to reduce the environmental footprint of our restaurants; and our ability to deliver best-in-class results based on our multiple growth drivers. These forward-looking statements are based on our current expectations and projections about future events. Important factors could cause our actual results, level of activity, performance or achievements to differ materially from those expressed or implied by these forward-looking statements. These factors include, but are not limited to, those risk factors set forth in filings with the Securities and Exchange Commission, including our annual and quarterly reports, and the following: our ability to compete domestically and internationally in an intensely competitive industry; our ability to realize our growth opportunities and successfully implement our international growth strategy; increases in our operating costs, including food and paper products, energy costs and labor costs; inflationary pressures and declines in consumer confidence and consumer discretionary spending; our continued ability, and the abilit

