BURGER KING WORLDWIDE, INC.
A Delaware corporation

Audit Committee Charter
Adopted June 20, 2012

Purpose

The Audit Committee is created by the Board of Directors (the "Board") of Burger King Worldwide, Inc. (the "Company") primarily for the purpose of overseeing the accounting and financial reporting processes of the Company and its subsidiaries, and audits of the financial statements of the Company and its subsidiaries.

The Audit Committee is responsible for:

- assisting the Board in its oversight of:
  - the quality and integrity of the financial statements of the Company and its subsidiaries and related disclosure;
  - the qualifications, independence and performance of the Company's independent auditor;
  - the performance of the Company's internal audit function;
  - the Company's systems of disclosure controls and procedures, and internal controls over financial reporting; and
  - compliance by the Company and its subsidiaries with all legal and regulatory requirements and the Company's Compliance Program.
- reviewing and approving the Audit Committee report that is required by the Securities and Exchange Commission to be included in the Company's annual proxy statement; and
- any other responsibilities assigned to the Audit Committee by the Board of Directors.

Members

The Audit Committee shall consist of at least three (3) members. Audit Committee members shall be appointed by the Board and may be removed by the Board at any time. The Board shall designate the Chairman of the Audit Committee.

Qualifications

Each member of the Audit Committee shall meet the independence requirements (i) of the New York Stock Exchange, (ii) set forth in Rule 10A-3 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") and (iii) any other standards established by the SEC for membership on the Audit Committee, each as determined by the Board in its business judgment, subject to an election by the Board to rely upon the transition periods applicable to initial public offerings. In addition, each Audit Committee member shall be free of any relationship that, in the opinion of the Board, may interfere with his or her exercise of independent judgment as a Audit Committee member.

All members of the Audit Committee must be financially literate, as such qualification is determined by the Board in its judgment, and at least one member of the Audit Committee shall be an "audit committee financial expert," as such term is defined by the rules and regulations of the Securities and Exchange Commission ("SEC"). The Company shall identify the audit committee "financial expert" in its annual proxy statement or Annual Report on Form 10-K. Audit Committee members shall 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 such director to effectively serve on the Audit Committee, and discloses this determination in the Company's annual proxy statement.

Removal and Replacement.

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

Responsibilities

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

Independent Auditor

- The Audit Committee shall have sole authority to appoint, retain, terminate, evaluate and oversee the Company's independent auditor for the purpose of preparing or issuing an audit report or related work, including determining the terms of engagement and the resolution of any disagreements between management and the independent auditor regarding financial reporting. Such authority may not be delegated to management. In exercising such authority, the Audit Committee shall consider, among other things, the independent auditor's independence and effectiveness. The Audit Committee has the sole authority to approve the fees and compensation to be paid to the Company's independent auditor for such services. The independent auditor shall report directly to the Audit Committee.

- The Audit Committee shall pre-approve all audit services and permitted non-audit services to be performed by the Company's independent auditor before the auditor is engaged to render such services or pursuant to pre-approval policies and procedures established by the Audit Committee.

- The Audit Committee shall review and approve the scope and staffing of the independent auditor's annual audit plan(s) and any significant changes to the annual audit plan.

- The Audit Committee shall evaluate the independent auditor's experience, qualifications, performance and independence, and shall present its conclusions with respect to the independent auditor to the full Board on at least an annual basis. As part of such evaluation, at least annually, the Audit Committee shall:

  - obtain and review a report or reports from the Company's independent auditor:

    - describing the independent auditor's internal quality-control procedures;

    - describing any material issues raised by (i) the most recent internal quality-control review, or peer review, of the auditing firm, or (ii) any inquiry or investigation by governmental or professional authorities, within the preceding five years, regarding one or more independent audits carried out by the auditing firm; and any steps taken to deal with any such issues;

    - describing all relationships between the independent auditor and the Company consistent with the applicable requirements of the Public Company Accounting Oversight Board regarding the independent auditor's communications with the Audit Committee concerning independence; and

    - ensuring that the Company is in compliance with Section 10A of the Exchange Act;

  - review and evaluate the senior members of the independent auditor team(s), particularly the partners on the audit engagement teams;

  - consider whether the audit engagement team partners should be rotated more frequently than is required by law, so as to assure continuing auditor independence;

  - consider whether the independent auditor should be rotated, so as to assure continuing auditor independence; and

- obtain the opinion of management and the internal auditors of the independent auditor's performance.

- The Audit Committee shall establish policies for the Company's hiring of current or former employees of the independent auditor.

- The Audit Committee shall regularly report its conclusions with respect to the independent auditor to the Board.

Internal Auditors

- The Audit Committee shall review and approve the internal audit plan and any significant changes required in the planned scope of the plan.

- At least annually, the Audit Committee shall review and evaluate the performance, responsibilities, scope, budget and staffing of the Company's internal audit function with management and the independent auditor. Such evaluation shall include any significant findings during the year and management's responses, any difficulties encountered in the course of conducting the audits, including any restrictions on audit scope or access to required information, and any changes required in the planned scope of the audit plan.

- At least annually, the Audit Committee shall evaluate the performance of the senior officer or officers responsible for the internal audit function of the Company, and make recommendations to the Board and management regarding the responsibilities, retention or termination of such officer or officers.

- The Audit Committee shall review the regular internal reports to management prepared by the internal auditor and management's response thereto.

Financial Statements; Disclosure and Other Risk Management and Compliance Matters

- The Audit Committee shall meet to review and discuss with management and the independent auditor, in separate meetings if the Audit Committee deems it necessary:

  - the annual audited financial statements and quarterly financial statements, including reviewing the Company's specific disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations", prior to the filing of the Company's reports on Form 10-K and Form 10-Q;

  - the audit of the annual financial statements and the independent auditor's report;

  - (i) management's assessment of the quality, adequacy and effectiveness of the Company's internal control over financial reporting; (ii) the independent auditor's attestation to, and report on, the Company's internal control over financial reporting; (iii) any steps taken in light of any significant deficiencies or material

weaknesses in internal controls; and (iv) any internal control recommendations made by the independent auditors and/or the internal auditor;

- the Audit Committee shall recommend to the Board of Directors that the audited annual financial statements be included in the Company's Form 10-K; and

- (i) management's disclosure to the Audit Committee and the independent auditor under Section 302 of the Sarbanes-Oxley Act, including identified changes in internal control over financial reporting and (ii) the contents of the CEO and CFO certifications to be filed under Section 302 and 906 of the Sarbanes-Oxley Act.

- The Audit Committee shall review with management, the internal auditors and the independent auditor, in separate meetings if the Audit Committee deems it necessary:

  - any analyses or other written communications prepared by management and/or the independent auditor setting forth significant financial reporting issues, estimates and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative generally accepted accounting principles ("GAAP") methods on the financial statements;

  - Any significant changes to GAAP policies or standards;

  - the critical accounting policies and practices of the Company;

  - related person transactions;

  - any major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles;

  - the effect of regulatory and accounting initiatives or actions applicable to the Company (including any SEC investigations or proceedings), as well as off-balance sheet structures; and

  - comment letters and other correspondence from the SEC or the New York Stock Exchange or any other regulatory authority regarding material issues relating to the Company's financial statements and responses of the Company to such comment letters and other correspondence.

- The Audit Committee shall approve any material changes to the Company's accounting policies other than as is required to comply with GAAP.

- The Audit Committee shall review and discuss with management and the independent auditors the Company's earnings press releases, as well as financial information and earnings guidance provided to analysts and rating agencies, including in each case the

type of information to be disclosed and type of presentation to be made and paying particular attention to the use of any "pro forma" or "adjusted" or other non-GAAP information and measures. The Audit Committee's discussion in this regard may be general in nature and need not take place in advance of each earnings release or each instance in which the Company may provide earnings guidance.

- The Audit Committee shall, in conjunction with the CEO and CFO of the Company, review the Company's disclosure controls and procedures and internal control over financial reporting and, if applicable, have discussions with management, the internal auditors and the independent auditor relating to the foregoing. The review of internal control over financial reporting shall include whether there are any significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to affect the Company's ability to record, process, summarize and report financial information and any fraud involving management or other employees with a significant role in internal control over financial reporting.

- The Audit Committee shall review and discuss with the independent auditor any audit problems or difficulties and management's response thereto, including those matters that are required to be discussed under the standards and related rules of the Public Company Accounting Oversight Board, including:

  - any restrictions on the scope of the independent auditor's activities or on access to requested information;

  - any accounting adjustments that were noted or proposed by the auditor but were "passed" (as immaterial or otherwise);

  - any communications between the audit team and the audit firm's national office regarding auditing or accounting issues presented by the engagement;

  - any management or internal control letter issued, or proposed to be issued, by the auditor; and

  - any significant disagreements between management and the independent auditor.

- The Audit Committee shall review and discuss with management and the independent auditors the Company's policies and practices with respect to risk assessment and risk management, including insurance coverage. The Audit Committee shall discuss with management the Company's major financial risk exposures and assess the steps that have been taken to monitor and control such exposures.

- The Audit Committee shall establish procedures for:

  - the receipt, retention and treatment of complaints received by the Company

regarding accounting, internal accounting controls or auditing matters; and

- the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

- The Audit Committee shall review any complaints regarding accounting, internal accounting controls or auditing matters received pursuant to such procedures.

- The Audit Committee shall review and approve the Audit Committee report that the SEC rules require to be included in the Company's annual proxy statement.

- The Audit Committee shall review the Company's policies and procedures regarding its tax strategy, insurance programs and cash investing strategies.

Compliance with Legal and Regulatory Requirements

- The Audit Committee shall periodically review the adequacy and effectiveness of the Company's internal ethics, regulatory or corporate compliance programs, policies and controls, including the Company's Compliance Program generally, Code of Business Ethics and Conduct and the Code of Ethics for Executive Officers;

- The Audit Committee shall meet periodically with the Company's principal Compliance Officer and/or General Counsel for a report on the Company's compliance and ethics program, including a review of any issues that may affect in any material way the financial reporting process, the financial risks of the Company and internal control systems of the Company and compliance with all applicable legal and regulatory requirements.

- The Audit Committee shall periodically review with management major litigation and risk management policies and procedures, including insurance coverages.

- The Audit Committee and the Company's general counsel shall discuss legal matters that may have a material impact on the financial statements or the Company's compliance policies and internal controls.

- The Audit Committee shall be responsible for periodic review of, and administration of, the Company's related person transactions policy.

- The Audit Committee shall review and consider any requests for waivers for Executive Officers and Directors of the Code of Business Ethics and Conduct and the Code of Ethics for Executive Officers.

- The Audit Committee shall review with management and any outside professionals as the Audit Committee considers appropriate, important trends and developments in financial

reporting practices and requirements and their effect on the Company's financial statements.

- The Audit Committee shall evaluate the need for, and adopt as necessary, whistleblower policies to encourage submission by employees of the Company of concerns regarding compliance with any laws applicable to the Company.

Reporting to the Board

- The Audit Committee shall report to the Board regularly. This report shall include a review of any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the independence and performance of the Company's independent auditor, the performance of the internal audit function and any other matters that the Audit Committee deems appropriate or is requested to be included by the Board.

- At least annually, the Audit Committee shall evaluate its own performance and report to the Board on such evaluation.

- The Audit Committee shall periodically review and assess the adequacy of this charter and recommend any proposed changes to the Board for approval.

Authority

In discharging its responsibilities, the Audit Committee is empowered (without seeking Board approval) to study or investigate any matter of interest or concern that the Audit Committee deems appropriate and to select, retain and terminate counsel, consultants and other experts and may request any officer or employee of the Company or the Company's outside counsel or independent auditor to meet with any members of, or advisors to, the Audit Committee.

The Audit Committee shall have available appropriate funding from the Company as determined by the Audit Committee for payment of:

- compensation to any accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attestation services for the Company;

- compensation to any advisers employed by the Audit Committee; and

- ordinary administrative expenses of the Audit Committee that are necessary or appropriate in carrying out its duties.

The Audit Committee may delegate its authority to a subcommittee composed of one or more members when it deems appropriate and in the best interests of the Company.

Procedures

Meetings. The Audit Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this charter, but not less frequently than quarterly. Meetings of the Audit Committee may be called by the CEO or any member of the Audit Committee. The Chairman of the Audit Committee, in consultation with the other Audit Committee members, shall determine the frequency and length of the Audit Committee meetings and shall set meeting agendas consistent with this charter. The agenda and information concerning the business to be conducted at each Audit Committee meeting shall, to the extent practical, be communicated to the members of the Audit Committee sufficiently in advance of each meeting to permit meaningful review. The Audit 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. The Audit Committee shall maintain minutes or other records of meetings and activities of the Audit Committee.

The Audit Committee shall meet separately on a periodic basis with the Company's management, its internal auditors or other personnel responsible for the internal audit function and the independent auditor to discuss any matters the Audit Committee or any of these persons or firms believes should be discussed confidentially. The Audit Committee shall meet in executive session on a periodic basis.

Quorum. A majority of Audit Committee members shall constitute a quorum. A majority of the members of the Audit Committee in attendance at a meeting, where a quorum is present, is empowered to act on behalf of the Audit Committee, except as may be provided otherwise in this Charter. In the event the number of Audit Committee members voting in favor of a proposal and the number of Audit Committee members voting against such proposal are equal, the proposal shall be submitted to a vote of the Board.

Action in lieu of a Meeting; Telephonic Participation. Unless otherwise required by law or as provided by the Bylaws or the Certificate of Incorporation of the Company: (i) any action required or permitted to be taken at any meeting of the Audit Committee may be taken without a meeting if all of the members of the Audit Committee consent thereto (a) in writing or (b) by electronic transmission and such writings or transmissions are filed with the minutes, of the Audit Committee; and (ii) members of the Audit Committee may participate in a meeting by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, and such participation shall constitute presence at such a meeting.

Limitations Inherent in the Audit Committee's Role

It is not the duty of the Audit Committee to plan or conduct audits or to determine that the Company's financial statements are complete and accurate and are in accordance with GAAP and applicable rules and regulations. This is the responsibility of management and the independent auditor. Furthermore, while the Audit Committee is responsible for reviewing the

Company's policies and practices with respect to risk assessment and management, it is the responsibility of the CEO and senior management to determine the appropriate level of the Company's exposure to risk.