

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

**AMENDED AND RESTATED EXECUTIVE AND
CORPORATE GOVERNANCE COMMITTEE CHARTER**
Amended and restated April 20, 2006

Purpose

The Executive and Corporate Governance 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;
- assist the Board in determining the skills and qualities of individuals being recommended for membership on the Board;
- review the composition of the Board and its committees to determine whether it may be appropriate to add or remove individuals;
- review and evaluate current directors for re-nomination to the Board or re-appointment to any Board committee; and
- review and assess the adequacy of the Company’s Corporate Governance Guidelines and Code of Business Ethics and Conduct.

Membership

The Executive and Corporate Governance Committee shall be comprised of four (4) directors, one (1) of whom shall be the Chief Executive Officer of the Company.

Once the Company ceases to qualify as a “controlled company” under the rules of the New York Stock Exchange, Inc. (“NYSE”), the Board shall create a separate Nominating and Corporate Governance Committee to discharge the nominating and corporate governance functions described in this charter, and the members of such committee shall satisfy the independence requirements of the NYSE, subject to the application of the NYSE transition rules, if any.

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. 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 and take any action that could be taken by the Board. In particular, the Committee is responsible for the following matters.

Board/Committee Nominees

- The Committee shall oversee searches for and identify qualified individuals for membership on the Company's Board.
- The Committee shall recommend to the Board criteria for Board and Board committee membership and shall recommend individuals for membership on the Company's Board and committees. In making its recommendations for Board and committee membership, the Committee shall:
 - review candidates' qualifications for membership on the Board or a committee of the Board based on the criteria approved by the Board (and taking into account the enhanced financial literacy and financial expertise standards that may be required under law or NYSE rules for Audit Committee membership purposes);
 - in evaluating current directors for re-nomination to the Board or re-appointment to any Board committees, assess the performance of such directors;
 - periodically review the composition of the Board and its committees in light of the current challenges and needs of the Board, the Company and each committee, and determine whether it may be appropriate to add or remove individuals after considering issues of judgment, diversity, age, skills, background and experience;
 - consider rotation of committee members and committee Chairmen; and
 - consider any other factors that are set forth in the Company's Corporate Governance Guidelines or are deemed appropriate by the Committee or the Board.

Evaluating the Board and its Committees

- At least annually, the Committee shall lead the Board in a self-evaluation to determine whether it and its committees are functioning effectively. The Committee shall oversee the evaluation process and report on such process and the results of the evaluations, including any recommendations for proposed changes, to the Board.

- At least annually, the Committee shall review the evaluations prepared by each Board committee of such committee's performance and consider any recommendations for proposed changes to the Board.
- The Committee shall periodically review the size and responsibilities of the Board and its committees and recommend any proposed changes to the Board.

Corporate Governance Matters

- At least annually, the Committee shall review and assess the adequacy of the Company's Corporate Governance Guidelines and Code of Business Ethics and Conduct and recommend any proposed changes to the Board.
- The Committee shall be responsible for any tasks assigned to it in the Company's Corporate Governance Guidelines.
- The Committee shall oversee compliance with the Company's Corporate Governance Guidelines and Code of Business Ethics and Conduct and report on such compliance to the Board. The Committee shall also review and consider any requests for waivers of the Company's Corporate Governance Guidelines or Code of Business Ethics and Conduct for the Company's directors, executive officers and other senior financial officers, and shall make a recommendation to the Board with respect to such request for a waiver.
- The Committee shall review potential conflicts of interest involving directors and shall determine whether such director or directors may vote on any issue as to which there may be a conflict.

Director Orientation and Continuing Education

- The Committee shall develop and review an orientation and continuing education program for directors meeting the requirements set forth in the Company's Corporate Governance Guidelines.

Consideration of Shareholder Proposals

- The Committee will review and make recommendations to the Board with respect to any proposal properly presented by a shareholder for inclusion in the Company's annual proxy statement. The Committee may, as appropriate in light of the subject matter of the proposal, refer any such proposal to any other Committee of the Board for purposes of such review and recommendation.

Reporting to Board

- The Committee shall report to the Board periodically. This report shall include a review of any recommendations or issues that arise with respect to Board or committee nominees or membership, Board performance, corporate governance or other matters that the Committee deems appropriate or is requested to be included by 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.

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 Bylaws of the Company or otherwise prohibited by applicable law, (ii) that would commit the Company, BKC 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. The Committee shall not have the power to appoint any director of the Company or BKC, whether to fill any vacancy or otherwise.

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. Committee members shall be given notice of a meeting at least 12 hours in advance by phone or in writing (including e-mail communication); provided that any member who participates in such meeting shall be deemed to have waived this notice requirement. 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.