

**Company Registration No. 03078635**

**Compass Overseas Holdings No. 2 Limited**

**Annual Report and Financial Statements**

**For the year ended 30 September 2022**

# **Compass Overseas Holdings No. 2 Limited**

## **Annual report and financial statements 2022**

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# **Compass Overseas Holdings No. 2 Limited**

## **Annual report and financial statements 2022**

### **Officers and professional advisers**

#### **Directors**

B J Boucher  
D J Brassington  
A R Yapp

#### **Secretary**

Compass Secretaries Limited

#### **Registered Office**

Compass House  
Guildford Street  
Chertsey  
Surrey  
KT16 9BQ

#### **Auditor**

KPMG LLP  
15 Canada Square  
London  
E14 5GL

# Compass Overseas Holdings No. 2 Limited

## Strategic Report

The directors, in preparing this Strategic Report, have complied with section 414C of the Companies Act 2006 (CA 2006).

### Business review and principal activities

Compass Overseas Holdings No. 2 Limited (the Company) is a wholly-owned subsidiary of Compass Group Holdings PLC. The ultimate holding company is Compass Group PLC. The Company acts as a holding company principally for subsidiaries resident outside the United Kingdom and it is the intention of the directors that the Company will continue to act as a holding company for overseas subsidiaries.

The results for the Company show a pre-tax profit for the year of £1,813,095,000 (2021: loss of £64,236,000) and net assets at 30 September 2022 of £7,410,633,000 (2021: £6,159,200,000). During the year, the Company received dividends from its investments totalling £564,504,527 (2021: £nil) and paid an interim dividend of £564,504,527 (2021: £nil). As a result of the recovery in performance of the businesses held by two holding companies in which the Company has investments, Compass Group International B.V. and Compass Overseas Holdings Limited, the impairments in those companies recognised in 2020 have been reversed during the year by a total of £1,300,876,000.

The Company's directors believe that analysis using key performance indicators is not necessary for an understanding of the position of the Company. The performance of Compass Group PLC (the Group) is discussed in its Annual Report which does not form part of this Report. A copy of the Compass Group PLC Annual Report 2022 can be found on the Compass Group PLC website at [www.compass-group.com](http://www.compass-group.com) or from the Company Secretarial Department at Compass House, Guildford Street, Chertsey, Surrey, KT16 9BQ.

### Principal risks and uncertainties

The pandemic risk continues to represent a principal risk to the Group. Lessons have been learned from the business' response to COVID-19 and these have been incorporated into risk management processes and procedures to mitigate the impact of this risk as far as possible in the event of further outbreaks of COVID-19, or another pandemic. The Group will continue to monitor recurrences of COVID and retains the ability to adapt its service offering, apply relevant health and safety precautions and deploy resources as necessary.

From the perspective of the Company, the principal risks and uncertainties are integrated with the principal risks of the Group and are not managed separately. The principal risks of the Group are discussed in Compass Group PLC's Annual Report 2022 which does not form part of this Report. This document can be viewed on the Compass Group PLC website [www.compass-group.com](http://www.compass-group.com).

The Company has intra-group investments and balances, no third party debt and hence no external interest rate exposure. Certain investments in subsidiary undertakings and intra-group balances are denominated in foreign currency. The Company has the potential to hedge account for some of its currency borrowings against equity investments and any gain or loss associated with the translation of residual balances is taken to the profit and loss account.

### Section 172(1) statement

Section 172 of the Companies Act 2006 requires a director of a company to act in the way they consider, in good faith, would most likely promote the success of the company for the benefit of its members as a whole. In doing this section 172 requires directors to have regard to, amongst other matters, the:

- likely consequences of any decisions in the long term;
- interests of the company's employees;
- need to foster the company's business relationships with suppliers, customers and others;
- impact of the company's operations on the community and environment;
- desirability of the company maintaining a reputation for high standards of business conduct; and
- need to act fairly as between members of the company.

# Compass Overseas Holdings No. 2 Limited

## Strategic Report (continued)

### Section 172(1) Statement (continued)

In discharging their duties under section 172 the directors have regard to both the factors set out above and others that may be considered relevant to the decisions being made. The directors acknowledge that every decision made will not necessarily result in a positive outcome for all of the Company's stakeholders. By considering the Company's purpose, vision and values together with its strategic priorities and having a process in place for decision-making, the directors aim to ensure that Board decisions are consistent and predictable.

As is normal for large companies, the directors delegate authority for day-to-day management of the Company to executives engaged in setting, approving and overseeing execution of the business strategy and related policies of the Compass Group PLC group of companies (the Group). While there are cases where the Board itself judges that it should engage directly with certain stakeholder groups or on certain issues, the size and spread of both our stakeholders and the Group means that generally stakeholder engagement best takes place at an operational or Group level. The directors consider that as well as being a more efficient and effective approach, this also helps achieve a greater positive impact on environmental, social and other issues than by working alone as an individual company. How the Group engages with its stakeholders is described on pages 68 to 73 of the Compass Group PLC Annual Report and Accounts 2022 (the ARA).

As the principal activity of the Company is to act as a holding company for other entities in the Group, the Company has had no commercial business, no employees, and no customers or suppliers other than other Group companies during the period. As such the breadth of stakeholder and other considerations that would often apply in operating or commercial trading companies have generally not applied to the decisions made by the directors.

### Going concern

After making enquiries and receiving a letter of support from the ultimate parent company, Compass Group PLC, the directors have a reasonable expectation that the Company, as part of the Compass Group, has adequate resources to continue in existence for the 12 months from the date of this Report. For this reason, the directors continue to adopt the going concern basis in preparing the accounts.

Approved by the Board of Directors and signed on behalf of the Board



D J Brassington  
Director  
22 June 2023  
Compass Overseas Holdings No. 2 Limited  
Registered in England and Wales No. 03078635

# Compass Overseas Holdings No. 2 Limited

## Directors' Report

The directors present their Annual Report and the audited financial statements for the year ended 30 September 2022.

### Financial instruments

The Company has entered into fair value hedges of the exchange element of the fair value risk of a portion of its investments in Compass Group International B.V. and Compass Group North America Investments Limited. Certain EUR and USD borrowings have been designated as hedging instruments in this relationship.

### Dividends

The Company paid an interim dividend to the parent company of £564,504,527 (2021: £nil). The directors do not propose a final dividend in respect of the financial year ended 30 September 2022 (2021: £nil).

### Directors

The following served as directors throughout the year and up to the date of the Report unless otherwise indicated:

B J Boucher  
D J Brassington  
S Dembeck (resigned 20 December 2021)  
A R Yapp

### Directors' qualifying third party indemnity

A qualifying third party indemnity provision as defined in section 234(2) - (6) of the CA 2006 is and was in full force and effect for the benefit of each of the directors of the Company, both at the date of this Report and throughout the financial year to which this Report relates.

### Business relationships

The Company has limited engagement with external parties such as suppliers, clients, consumers and others. In the limited circumstances where the Company does interact with external business partners, in line with the Group's policies and procedures, the directors promote and ensure the highest standards of ethical behaviour and probity in the Company's business dealings. For further information on how the Group fosters business relationships with its business partners see pages 68 to 73 of the ARA.

### Directors' disclosure of information to auditor

Each of the persons who is a director at the date of approval of this Report confirms that:

- the directors have permitted the auditor to undertake whatever inspections it considers to be appropriate for the purpose of enabling the auditor to give its audit opinion; and
- the director has taken all the steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the Company's auditor is aware of that information

This confirmation is given and should be interpreted in accordance with the provisions of section 418 of the CA 2006.

# Compass Overseas Holdings No. 2 Limited

## Directors' Report (continued)

### Auditor

In accordance with the provisions of section 485(2) of the CA 2006, the current appointment of KPMG LLP as the Company's auditor will end at the conclusion of the current period for appointing auditors.

Pursuant to Section 487 of the CA 2006, the auditor will be deemed to be reappointed and KPMG LLP will therefore continue in office.

Approved by the Board of Directors and signed on behalf of the Board



D J Brassington  
Director  
22 June 2023

Compass Overseas Holdings No. 2 Limited  
Registered in England and Wales No. 03078635

# Compass Overseas Holdings No. 2 Limited

## Directors' Responsibilities Statement

The directors are responsible for preparing the Strategic Report, the Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law they have elected to prepare the financial statements in accordance with UK accounting standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 101 *Reduced Disclosure Framework*.

Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable, relevant, reliable and prudent;
- state whether applicable UK accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- assess the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the CA 2006. They have a general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

Signed on behalf of the Board of Directors



D J Brassington  
Director

22 June 2023



# Independent Auditor's Report to the Members of Compass Overseas Holdings No. 2 Limited (continued)

## Opinion

We have audited the financial statements of Compass Overseas Holdings No. 2 Limited ("the Company") for the year ended 30 September 2022 which comprise the Profit and Loss Account, Balance Sheet, Statement of Changes in Equity, and related notes, including the accounting policies in note 1.

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 30 September 2022 and of its profit for the year then ended;
- have been properly prepared in accordance with UK accounting standards, including FRS 101 *Reduced Disclosure Framework*; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

## Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities are described below. We have fulfilled our ethical responsibilities under, and are independent of the Company in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

## Going concern

The directors have prepared the financial statements on the going concern basis as they do not intend to liquidate the Company or to cease its operations, and as they have concluded that the Company's financial position means that this is realistic. They have also concluded that there are no material uncertainties that could have cast significant doubt over its ability to continue as a going concern for at least a year from the date of approval of the financial statements ("the going concern period").

In our evaluation of the directors' conclusions, we considered the inherent risks to the Company's business model and analysed how those risks might affect the Company's financial resources or ability to continue operations over the going concern period.

Our conclusions based on this work:

- we consider that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate;
- we have not identified and concur with the directors' assessment that there is not, a material uncertainty related to events or conditions that, individually or collectively, may cast significant doubt on the Company's ability to continue as a going concern for the going concern period.

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the above conclusions are not a guarantee that the Company will continue in operation.

## Fraud and breaches of laws and regulations – ability to detect

### *Identifying and responding to risks of material misstatement due to fraud*

To identify risks of material misstatement due to fraud ("fraud risks") we assessed events or conditions that could indicate an incentive or pressure to commit fraud or provide an opportunity to commit fraud. Our risk assessment procedures included enquiring of directors and inspection of policy documentation as to the Compass Group PLC's Group policies and procedures to prevent and detect fraud that apply to this Group company as well as enquiring whether the directors have knowledge of any actual, suspected, or alleged fraud.

As required by auditing standards we perform procedures to address the risk of management override of controls, in particular the risk that management may be in a position to make inappropriate accounting entries. On this audit we do not believe there is a fraud risk related to revenue recognition as the entity is non-trading and as such, there is no external revenue.

We did not identify any additional fraud risks.

## **Independent Auditor's Report to the Members of Compass Overseas Holdings No. 2 Limited (continued)**

### *Identifying and responding to risks of material misstatement due to non-compliance with laws and regulations*

We identified areas of laws and regulations that could reasonably be expected to have a material effect on the financial statements from our general commercial and sector experience and through discussion with the directors and other management (as required by auditing standards), and from inspection of the Company's regulatory and legal correspondence and discussed with the directors and other management the policies and procedures regarding compliance with laws and regulations.

We communicated identified laws and regulations throughout our team and remained alert to any indications of non-compliance throughout the audit.

The potential effect of these laws and regulations on the financial statements varies considerably.

The Company is subject to laws and regulations that directly affect the financial statements including financial reporting legislation (including related companies legislation), distributable profits legislation, and taxation legislation, and we assessed the extent of compliance with these laws and regulations as part of our procedures on the related financial statement items.

This Company, as a holding company, is not subject to other laws and regulations where the consequences of non-compliance could have a material effect on amounts or disclosures in the financial statements.

### *Context of the ability of the audit to detect fraud or breaches of law or regulation*

Owing to the inherent limitations of an audit, there is an unavoidable risk that we may not have detected some material misstatements in the financial statements, even though we have properly planned and performed our audit in accordance with auditing standards. For example, the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely the inherently limited procedures required by auditing standards would identify it.

In addition, as with any audit, there remained a higher risk of non-detection of fraud, as these may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls. Our audit procedures are designed to detect material misstatement. We are not responsible for preventing non-compliance or fraud and cannot be expected to detect non-compliance with all laws and regulations.

### **Strategic report and directors' report**

The directors are responsible for the strategic report and the directors' report. Our opinion on the financial statements does not cover those reports and we do not express an audit opinion thereon.

Our responsibility is to read the strategic report and the directors' report and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work:

- we have not identified material misstatements in the strategic report and the directors' report;
- in our opinion the information given in those reports for the financial year is consistent with the financial statements; and
- in our opinion those reports have been prepared in accordance with the Companies Act 2006.

### **Matters on which we are required to report by exception**

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

We have nothing to report in these respects.

# **Independent Auditor's Report to the Members of Compass Overseas Holdings No. 2 Limited (continued)**

## **Directors' responsibilities**

As explained more fully in their statement set out on page 6, the directors are responsible for: the preparation of the financial statements and for being satisfied that they give a true and fair view; such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and using the going concern basis of accounting unless they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

## **Auditor's responsibilities**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

A fuller description of our responsibilities is provided on the FRC's website at [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities).

## **The purpose of our audit work and to whom we owe our responsibilities**

This Report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members, as a body, for our audit work, for this Report, or for the opinions we have formed.



**Zulfikar Walji (Senior Statutory Auditor)  
for and on behalf of KPMG LLP, Statutory Auditor**

*Chartered Accountants*

15 Canada Square

London

E14 5GL

23 June 2023

## Compass Overseas Holdings No. 2 Limited

### Profit and loss account For the year ended 30 September 2022

	Notes	2022 £'000	2021 £'000
Reversal of provisions against investments in subsidiary undertakings	9	1,300,876	-
Provision against investment in subsidiary undertaking	9	(15,464)	-
Foreign exchange (loss)/gain	4	(4,838)	22,763
<b>Operating profit</b>		<b>1,280,574</b>	<b>22,763</b>
Income from shares in group undertakings		564,505	-
Interest receivable and similar income	5	48,080	18,296
Interest payable and similar expenses	6	(80,064)	(105,295)
<b>Profit/(loss) before taxation</b>		<b>1,813,095</b>	<b>(64,236)</b>
Tax credit on profit/(loss)	7	2,843	21,434
<b>Profit/(loss) for the financial year after taxation</b>		<b>1,815,938</b>	<b>(42,802)</b>

All amounts in the current and prior year relate to continuing activities.

There are no recognised gains or losses for the current year other than those dealt with in the profit and loss account. Accordingly, no separate statement of other comprehensive income has been presented.

# Compass Overseas Holdings No. 2 Limited

## Balance sheet As at 30 September 2022

	Notes	2022 £'000	2021 £'000
<b>Fixed assets</b>			
Investments	9	<u>10,806,584</u>	<u>9,418,271</u>
<b>Current assets</b>			
Debtors: amounts falling due after more than one year	10	1,719,694	-
Debtors: amounts falling due within one year	11	203,782	646,827
Cash at bank and in hand		25	126
		<u>1,923,501</u>	<u>646,953</u>
<b>Current liabilities</b>			
Creditors: amounts falling due within one year	12	<u>(5,319,452)</u>	<u>(3,906,024)</u>
<b>Net current liabilities</b>		<u>(3,395,951)</u>	<u>(3,259,071)</u>
<b>Total assets less liabilities</b>		<u>7,410,633</u>	<u>6,159,200</u>
<b>Capital and reserves</b>			
Called up share capital	13	3,251	3,251
Profit and loss account		7,407,382	6,155,949
<b>Shareholders' funds</b>		<u>7,410,633</u>	<u>6,159,200</u>

The financial statements of Compass Overseas Holdings No.2 Limited (registered number 03078635) were approved by the Board of Directors on 22 June 2023.

Signed on behalf of the Board of Directors



D J Brassington  
Director

## Compass Overseas Holdings No. 2 Limited

### Statement of changes in equity For the year ended 30 September 2022

	Share capital £'000	Profit and loss account £'000	Total £'000
At 1 October 2020	3,251	6,198,751	6,202,002
Loss for the year	-	(42,802)	(42,802)
<b>At 30 September 2021</b>	<b>3,251</b>	<b>6,155,949</b>	<b>6,159,200</b>
Profit for the year	-	1,815,938	1,815,938
Dividends paid on equity shares	-	(564,505)	(564,505)
<b>At 30 September 2022</b>	<b>3,251</b>	<b>7,407,382</b>	<b>7,410,633</b>

The notes on pages 13 to 29 form part of these financial statements.

# Compass Overseas Holdings No. 2 Limited

## Notes to the accounts For the year ended 30 September 2022

### 1. Accounting policies

The significant accounting policies adopted in the preparation of the financial statements of the Company are set out below.

#### **Basis of preparation**

The Company has prepared its financial statements in accordance with *Financial Reporting Standard 101 Reduced Disclosure Framework* (FRS 101) and in conformity with the requirements of the Companies Act 2006. The financial statements have been prepared under the historical cost convention. In preparing these financial statements, the Company applies the recognition, measurement and disclosure requirements of UK-adopted International Accounting Standards, but makes amendments where necessary to comply with the Companies Act 2006 and has set out below where advantage of the FRS 101 disclosure exemptions has been taken.

The financial statements present information about the Company as an individual undertaking, not as a Group undertaking. The Company is exempt from the requirement to prepare consolidated financial statements as a subsidiary of Compass Group PLC, a company registered in the United Kingdom and the ultimate parent which prepares consolidated financial statements (section 400 Companies Act 2006).

In these financial statements, the Company has applied the exemptions under FRS 101 in respect of the following disclosures:

- cash flow statement and related notes;
- transactions with wholly-owned subsidiaries;
- compensation of key management personnel; and
- the effect of new but not yet effective accounting standards.

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements.

#### **Going concern**

Notwithstanding the net current liabilities of £3,395,951,000 as at 30 September 2022, the financial statements have been prepared on a going concern basis which the directors consider to be appropriate for the following reason:

- Compass Group PLC has indicated its intention to continue to make available funds as needed by the Company for a period of 12 months from the date of approval of the financial statements.

Consequently, the directors are confident that the Company will have sufficient funds to continue to meet its liabilities as they fall due for at least 12 months from the date of approval of the financial statements and therefore have prepared the financial statements on a going concern basis.

As with any company placing reliance on other group entities for financial support, the directors acknowledge that there can be no certainty that this support will continue although, at the date of approval of these financial statements, they have no reason to believe that it will not do so.

#### **Taxation**

Current tax is the expected tax payable on the taxable income for the accounting period, using tax rates that have been enacted or substantively enacted at the balance sheet date.

Deferred tax is provided at the anticipated tax rates on temporary differences arising from the inclusion of items of income and expenditure in tax computations in periods different from those in which they are included in the financial statements. Deferred tax assets and liabilities are not discounted. Deferred tax assets are recognised to the extent that it is regarded as more likely than not that they will be recovered.

# Compass Overseas Holdings No.2 Limited

## Notes to the accounts For the year ended 30 September 2022 (continued)

### 1. Accounting policies (continued)

#### Investments

Investments are stated at cost less any provision for impairment.

Investment income is measured at the fair value of the consideration received or receivable. It represents dividend income which is recognised when the right to receive payment is established.

#### Foreign currencies

Transactions in foreign currencies are translated to the Company's functional currency (sterling) at the foreign exchange rates ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are retranslated to sterling at the foreign exchange rates ruling at that date. Foreign exchange differences arising on translation are recognised in the profit and loss account. Non-monetary assets and liabilities that are measured in terms of the historical cost in foreign currency are translated using the exchange rate at the date of the transaction.

#### Financial assets and liabilities

Financial assets and liabilities are recognised on the Company's balance sheet when the Company becomes a party to the contractual provisions of the instrument and derecognised when it ceases to be party to such provisions. Financial assets are classified as current if they are expected to be received within 12 months of the balance sheet date. Financial liabilities are classified as current if they are legally due to be paid within 12 months of the balance sheet date.

Financial assets and liabilities are initially recorded at fair value including, where permitted by IFRS 9, any directly attributable transaction costs. For those financial assets that are not subsequently held at fair value, the carrying amounts are reduced by a provision equal to the lifetime expected credit losses using historic and forward-looking data on credit risk.

The Company classifies its financial assets and liabilities into the following categories:

- financial assets and liabilities at amortised cost, and
- financial assets and liabilities at fair value through profit or loss.

Where financial assets or liabilities are eligible to be carried at either amortised cost or fair value, the Company does not apply the fair value option.

Amounts owed by Group undertakings are initially measured at fair value and are subsequently reported at amortised cost. Provisions on intra-group receivables are calculated at an amount equal to the lifetime expected credit losses using historic and forward-looking data on credit risk.

Amounts owed to Group undertakings are initially measured at fair value and are subsequently reported at amortised cost.

Non-interest bearing payables are stated at their nominal value as they are due on demand.



# Compass Overseas Holdings No.2 Limited

## Notes to the accounts

### For the year ended 30 September 2022 (continued)

#### 1. Accounting policies (continued)

##### Hedge accounting

On adoption of IFRS 9 'Financial Instruments', the Company elected to continue to apply hedge accounting guidance in IAS 39 'Financial Instruments: Recognition and Measurement'.

##### Fair value hedges

In relation to fair value hedges which meet the conditions for hedge accounting, any gain or loss from remeasuring the hedging instrument at fair value is recognised immediately in the profit and loss account. Any gain or loss on the hedged item attributable to the hedged risk is adjusted against the carrying amount of the hedged item and recognised in the profit and loss account.

##### Dividends

Dividends paid are recognised in the Company's financial statements in the year in which they are approved in a general meeting by the Company's shareholders. Interim dividends are recognised when paid.

#### 2. Auditor's remuneration

Fees of £3,000 (2021: £3,000) were received by the auditor in respect of the Company's statutory audit for the year. These fees were borne and not recharged by another Group company. No fees were received by the auditor in respect of any non-statutory audit services in either the current or preceding year.

#### 3. Directors and employees

The directors received no emoluments from the Company during the current year (2021: £nil). There are no employees of Compass Overseas Holdings No.2 Limited (2021: none).

#### 4. Foreign exchange (loss)/gain

	2022 £'000	2021 £'000
Foreign exchange (loss)/gain	<u>(4,838)</u>	<u>22,763</u>

The foreign exchange (loss)/gain arises on retranslation of certain intra-group balances denominated in foreign currency.

#### 5. Interest receivable

	2022 £'000	2021 £'000
Interest receivable from other group companies	<u>48,080</u>	<u>18,296</u>

# Compass Overseas Holdings No.2 Limited

## Notes to the accounts For the year ended 30 September 2022 (continued)

<b>6. Interest payable</b>		
	<b>2022</b>	2021
	<b>£'000</b>	£'000
Interest payable to other group companies	<u><b>80,064</b></u>	<u>105,295</u>
<b>7. Tax credit on profit/loss</b>		
	<b>2022</b>	2021
	<b>£'000</b>	£'000
UK corporation tax at 19.0% (2021: 19.0%)	<u><b>6,065</b></u>	<u>19,978</u>
Current tax credit on ordinary activities	<b>6,065</b>	19,978
Adjustments in respect of prior years:		
UK corporation tax	<u><b>(3,222)</b></u>	<u>1,456</u>
	<u><b>2,843</b></u>	<u>21,434</u>

### Reconciliation of the tax credit at the UK statutory rate to the current tax credit

	<b>2022</b>	2021
	<b>£'000</b>	£'000
Profit/(loss) before taxation	<u><b>1,813,095</b></u>	<u>(64,236)</u>
Tax (charge)/credit on loss at the UK statutory rate of 19.0% (2021: 19.0%)	<b>(344,488)</b>	12,205
Increase/(decrease) arising from:		
Non-taxable income from other Group companies	<b>107,256</b>	-
Non-taxable reversal of impairment of investments in subsidiary undertakings	<b>247,166</b>	-
Non-deductible provision against investment in subsidiary undertaking	<b>(2,938)</b>	-
Permanent differences	<b>(919)</b>	4,540
UK/UK transfer pricing adjustment	<b>(12)</b>	3,233
Adjustments in respect of prior years	<u><b>(3,222)</b></u>	<u>1,456</u>
Current tax credit on profit/(loss)	<u><b>2,843</b></u>	<u>21,434</u>

The UK corporation tax rate is increasing from 19% to 25% from 1 April 2023. This will increase the Company's future tax charge accordingly.

In March 2022, the UK tax authority indicated that it may seek to challenge aspects of an intra-group refinancing undertaken in 2013. The challenge relates to the deductibility of interest for UK corporation tax purposes for the period from June 2013 to December 2016 on certain loans which formed part of that refinancing. Our maximum potential liability is £31m of tax and £6m of interest.

### 8. Dividends

On 30 August 2022, the Company paid an interim dividend to its parent company of 0.08682 pence per share (2021: £ nil) totalling £564,504,527 (2021: £nil).

# Compass Overseas Holdings No.2 Limited

## Notes to the accounts For the year ended 30 September 2022 (continued)

### 9. Investments

	<b>Investments in subsidiary undertakings £'000</b>
<b>Cost</b>	
At 1 October 2021	12,620,869
Effect of fair value hedge: Exchange gain on revaluation of USD and EUR investments (note 12)	102,901
<b>At 30 September 2022</b>	<b>12,723,770</b>
<b>Provisions for impairment</b>	
At 1 October 2021	(3,202,598)
Charged in the year	(15,464)
Impairment reversal	1,300,876
<b>At 30 September 2022</b>	<b>(1,917,186)</b>
<b>Net book value</b>	
At 1 October 2021	9,418,271
<b>At 30 September 2022</b>	<b>10,806,584</b>

At the end of each reporting period, the Company reviews whether there is objective evidence that the carrying value of the Company's investments indicate an impairment. If such an indication exists, the asset's recoverable amount is estimated.

During the year, an impairment of £15,464,000 was recognised against the Company's investment in Shanghai Eurest Food Technologies Service Co. Ltd.

In 2020, the Company's investments in Compass Group International B.V. and Compass Overseas Holdings Limited were impaired by £1,015,995,000 and £553,868,000, respectively. The impairments were recognised as a result of reduced forecast cash flow assumptions, a decrease in profitability and increased discount rates due to the risk associated with the COVID-19 pandemic. As a result of the recovery in performance of the businesses held by the two companies during the year, the impairments in Compass Group International B.V. and Compass Overseas Holdings Limited have been reversed based on the estimated enterprise values of those businesses by £747,008,000 and £553,868,000, respectively. Following the impairment reversals, the carrying values of the Company's investments in Compass Group International B.V. and Compass Overseas Holdings Limited are £3,881,157,000 and £3,388,884,000, respectively.

The estimates of the enterprise values of the businesses held by Compass Group International B.V. and Compass Overseas Holdings Limited are sensitive to reasonably possible changes in the discount rates used to discount the cash flow forecasts of the businesses held by the two companies and the long-term growth rates used in those forecasts. In the event that the discount rates increased by 0.1%, the carrying values of the Company's investments in Compass Group International B.V. and Compass Overseas Holdings Limited would reduce by approximately £72,000,000 in aggregate. In the event that the long-term growth rates reduced by 0.1%, the carrying values of the Company's investments in Compass Group International B.V. and Compass Overseas Holdings Limited would reduce by approximately £66,000,000 in aggregate. The directors do not consider that any other reasonably possible changes in key assumptions would cause a material impact on the outcome of the impairment review.

Throughout the year, a fair value hedge was in place to designate the foreign currency risk arising on a portion of the EUR and USD amounts payable to Group undertakings against the fair value risk of the Company's EUR and USD investments in Compass Group International B.V. and Compass Group North

# Compass Overseas Holdings No.2 Limited

## Notes to the accounts For the year ended 30 September 2022 (continued)

### 9. Investments (continued)

America Investments Limited, respectively. Further details of the hedging relationship can be found in note 12.

Details of related undertakings of Compass Overseas Holdings No. 2 Limited can be found in note 15.

### 10. Debtors: amounts falling due after more than one year

	2022 £'000	2021 £'000
Amounts owed by fellow group undertakings	1,719,694	-
	<u>1,719,694</u>	<u>-</u>

Amounts owed by fellow group undertakings may be interest-free or interest-bearing loans, which are repayable on demand. Interest-bearing loans incur interest at various floating rates with margins ranging from -0.15% to +1.5%.

Amounts owed by fellow group undertakings classified as current in the prior year have been classified as non-current on the basis that the Company no longer expects to realise the asset within 12 months of the balance sheet date.

### 11. Debtors: amounts falling due within one year

	2022 £'000	2021 £'000
Amounts owed by fellow group undertakings	197,717	626,849
Corporation tax	6,065	19,978
	<u>203,782</u>	<u>646,827</u>

Amounts owed by fellow group undertakings are interest-bearing loans, which are repayable on demand. Interest-bearing loans incur interest at various floating rates.

Amounts owed by fellow group undertakings classified as current in the prior year have been classified as non-current on the basis that the Company no longer expects to realise the asset within 12 months of the balance sheet date.

# Compass Overseas Holdings No.2 Limited

## Notes to the accounts

### For the year ended 30 September 2022 (continued)

#### 12. Creditors: amounts falling due within one year

	2022 £'000	2021 £'000
Amounts owed to fellow group undertakings	<u>5,319,452</u>	<u>3,906,024</u>

Amounts owed to fellow group undertakings may be interest free or interest-bearing loans, which are repayable on demand. Interest-bearing loans incur interest at a fixed rate (1.5%) or various floating rates with margins from -0.15% to +1.30%.

Included in amounts owed to fellow group undertakings are amounts of £670,974,000 (EUR 764,575,000) (2021: £1,276,925,000 (EUR 1,485,575,000)) and £346,968,000 (USD 387,320,000) (2021: £81,748,000 (USD 110,220,000)) which are unsecured, interest bearing and repayable on demand. The interest rates are based on deposit rates.

The EUR borrowing has been partially designated as a fair value hedge on the currency exchange portion of the fair value risk of the investment in Compass Group International B.V.. The total foreign exchange loss on the EUR fair value hedged portion for the year was £8,900,000. The USD borrowing has been partially designated as a fair value hedge on the currency exchange portion of the fair value risk of the investment in Compass Group North America Investments Limited. The total foreign exchange loss on the USD fair value hedged portion for the year was £94,001,000.

#### 13. Called up share capital

	2022 £	2021 £
<b>Allotted, called up and fully paid</b>		
6,501,656,957 Ordinary shares of £0.0005 each	<u>3,250,829</u>	<u>3,250,829</u>

#### 14. Ultimate parent company and controlling entity

The ultimate parent company and controlling entity, Compass Group PLC, is the parent undertaking of the largest group of undertakings for which Group accounts are drawn up. The immediate parent company is Compass Group Holdings PLC.

Compass Group PLC and Compass Group Holdings PLC are incorporated in the United Kingdom and registered in England and Wales.

Copies of the Compass Group PLC financial statements are available from its registered address: Compass House, Guildford Street, Chertsey, Surrey KT16 9BQ or from the Compass Group PLC website at [www.compass-group.com](http://www.compass-group.com).

# Compass Overseas Holdings No.2 Limited

## Notes to the accounts

### For the year ended 30 September 2022 (continued)

#### 15. Related undertakings of Compass Overseas Holdings No.2 Limited

All companies listed below are owned by the Company and all interests are in the ordinary share capital, except where otherwise indicated. All subsidiaries have been consolidated as part of the Compass Group PLC consolidated financial statements.

All companies operate principally in their country of incorporation.

PRINCIPAL SUBSIDIARIES	COUNTRY OF INCORPORATION	% HOLDING	PRINCIPAL ACTIVITIES
<b>Ground Floor 35 - 51 Mitchell Street, McMahon's Point, NSW 2060, Australia</b>			
Compass Group (Australia) Pty Limited	Australia	53.8	Food and support services
<b>Chaussée de Haecht 1179, B-1130 Bruxelles, Belgium</b>			
Compass Group Belgilux S.A. (i)	Belgium	94.3	Food services
<b>Rua Werner Von Siemens 111, Building 11 (Tower A), Floor 15, Suite 151, Lapa de Baixo, 05.069-900, Brazil</b>			
GR Serviços e Alimentação Ltda.	Brazil	94.3	Food and support services
<b>1 Prologis Boulevard, Suite 400, Mississauga, Ontario L5W 0G2, Canada</b>			
Compass Group Canada Ltd. Groupe Compass Canada Ltée (iii)(iv)(v)(vi)(viii)	Canada	94.3	Food and support services
<b>Av. Las Condes 11.774, 7th floor, Vitacura, Santiago, Chile</b>			
Compass Catering Y Servicios Chile Limitada	Chile	94.1	Food and support services
<b>Rued Langgards Vej 8, 1. sal, 2300 København S, DK, Denmark</b>			
Compass Group Danmark A/S	Denmark	94.3	Food services
<b>P.O. Box 210, FI-00281 Helsinki, Finland</b>			
Compass Group Finland Oy	Finland	94.3	Food services
<b>Helfmann-Park 2, 65760, Eschborn, Germany</b>			
Compass Group Deutschland GmbH	Germany	94.3	Holding company
Eurest Deutschland GmbH	Germany	94.3	Food service to business and industry
Eurest Services GmbH	Germany	94.3	Support services to business and industry
Medirest GmbH & Co OHG	Germany	94.3	Food service to the healthcare and senior living market
<b>Via Angelo Scarsellini, 14, 20161, Milano, Italy</b>			
Compass Group Italia S.p.A.	Italy	94.3	Food and support services
<b>Hamarikyu Kensetsu Plaza, 5-5-12, Tsukiji, Chuo-ku, Tokyo 104-0045, Japan</b>			
Compass Group Japan Inc.	Japan	94.3	Food and support services
<b>Laarderhoogtweg 11, 1101 DZ, Amsterdam, Netherlands</b>			
Compass Group International B.V. (i)	Netherlands	94.3	Holding company
Compass Group Nederland B.V.	Netherlands	94.3	Food and support services
Compass Group Nederland Holding B.V.	Netherlands	94.3	Holding company

## Compass Overseas Holdings No.2 Limited

### Notes to the accounts

### For the year ended 30 September 2022 (continued)

#### 15. Related undertakings of Compass Overseas Holdings No.2 Limited (continued)

##### Drengsrudbekken 12, 1383, PO Box 74, NO-1371, Asker, Norway

Compass Holding Norge AS	Norway	94.3	Holding company
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##### Calle Pinar de San José 98 planta 1ª 28054 Madrid, Spain

Eurest Colectividades S.L.U.	Spain	94.3	Food and support services
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##### Box 1183, 171 23 Solna, Stockholm, Sweden

Compass Group FS Sweden AB	Sweden	94.3	Food services
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Compass Group Sweden AB	Sweden	94.3	Holding company
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OTHER SUBSIDIARIES, JOINT ARRANGEMENTS, MEMBERSHIPS, ASSOCIATES AND OTHER SIGNIFICANT HOLDINGS	COUNTRY OF INCORPORATION OR ESTABLISHMENT	%	HOLDING
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##### Chez: Eurojapan Résidence No.23, RN n°3 BP 398, Hassi Messaoud, Algeria

Eurest Algerie SPA (i)	Algeria		94.3
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##### Condominio Dolce Vita, Via S8, Edifício 1D, Fração A & B, 2º andar, Talatona, Município de Belas, Luanda, República de Angola

Express Support Services, Limitada	Angola		46.2
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##### Esteban Echeverría 1050, 6th floor, Vicente Lopez (1602), Buenos Aires, Argentina

Servicios Compass de Argentina S.A. (i)	Argentina		94.9
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##### Ground Floor 35 – 51 Mitchell Street, McMahons Point, NSW 2060, Australia

28 Villages Pty Ltd	Australia		53.8
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Compass (Australia) Catering & Services PTY Ltd (iii)(iv)	Australia		53.8
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Compass Group B&I Hospitality Services PTY Ltd	Australia		53.8
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Compass Group Defence Hospitality Services PTY Ltd	Australia		53.8
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Compass Group Education Hospitality Services PTY Ltd	Australia		53.8
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Compass Group Healthcare Hospitality Services PTY Ltd	Australia		53.8
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Compass Group Health Services Pty Ltd	Australia		53.8
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Compass Group Management Services PTY Ltd	Australia		53.8
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Compass Group Relief Hospitality Services PTY Ltd	Australia		53.8
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Compass Group Remote Hospitality Services PTY Ltd	Australia		53.8
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Delta Facilities Management PTY Ltd	Australia		53.8
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Delta FM Australia PTY Ltd	Australia		53.8
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Eurest (Australia) Food Services PTY Ltd	Australia		53.8
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Eurest (Australia) PTY Ltd	Australia		53.8
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Foodbuy Pty Ltd	Australia		53.8
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HEC Hospitality Services Pty Ltd	Australia		53.8
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LAPG PTY Ltd	Australia		53.8
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Omega Security Services PTY Ltd	Australia		53.8
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PJG Investment Company Pty Ltd	Australia		53.8
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Restaurant Associates (Australia) PTY Ltd	Australia		53.8
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Village Hospitality Holdings Pty Ltd	Australia		53.8
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Village Hospitality Services Pty Ltd	Australia		53.8
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##### Level 3, 12 Newcastle Street, Perth 6000, Australia

ESS Thalanyji PTY Ltd	Australia		32.3
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ESS Larrakia PTY Ltd	Australia		26.9
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# Compass Overseas Holdings No.2 Limited

## Notes to the accounts

### For the year ended 30 September 2022 (continued)

#### 15. Related undertakings of Compass Overseas Holdings No.2 Limited (continued)

<b>IZD Tower, Wagramer Strasse 19/4. Stock, 1220 Wien, Austria</b>		
Eurest Restaurationsbetriebsgesellschaft m.b.H	Austria	94.3
Kunz Gebäudereinigung GmbH	Austria	94.3
<b>Chaussée de Haecht 1179, B-1130 Brussels, Belgium</b>		
Xandriion Belgie BV	Belgium	94.3
<b>Boomseseenweg 28, 2627 Schelle, Belgium</b>		
J&M Catering Services NV	Belgium	94.3
Flinckheuvel BV	Belgium	94.3
Silverspoon BV	Belgium	94.3
<b>Gemeentepark 5, 2930 Brasschaat, Belgium</b>		
Kasteel Van Brasschaat NV	Belgium	94.3
<b>Rua Werner Von Siemens 111, Building 11 (Tower A), Floor 15, Suite 152, Lapa de Baixo, 05.069-900, Brazil</b>		
Clean Mall Serviços Ltda.	Brazil	94.3
<b>Rua Werner Von Siemens, 111, Building 11 (Tower A), 15.º floor, mezzanine, Lapa de Baixo, 05.069-900, Brazil</b>		
GR Manutenção e Facilites Sociedade Unipessoal Ltda.	Brazil	94.3
<b>Rua Werner Von Siemens 111, Building 11 (Tower A), Floor 15, Suite 152 - parte, Lapa de Baixo, 05.069-900, Brazil</b>		
Foodbuy Alimentos Sociedade Unipessoal Ltda.	Brazil	94.3
<b>Rua Werner Von Siemens 111, Building 11 (Tower A), Floor 15, Suite 151 - parte, Lapa de Baixo, 05.069-900, Brazil</b>		
GRSA Serviços LTDA.	Brazil	94.3
<b>c/o Action Group Ltd., No.12, Street 614, Sangkat Boeung Kok II, Khan Tuol Kork, Phnom Penh City, Cambodia</b>		
Compass Group (Cambodia) Co. Ltd. (ii)	Cambodia	94.3
<b>100, Rue n° 1044 Hydrocarbures, Bonapriso, BP 5767, Douala, Cameroon</b>		
Eurest Cameroun SARL (ii)	Cameroon	94.3
Eurest Camp Logistics Cameroun SARL (ii)	Cameroon	94.3
<b>12 Kodiak Crescent, Toronto, Ontario, M3J 3G5, Canada</b>		
Imperial Coffee and Services Inc. (iii)(iv)(v)	Canada	94.3
<b>1 Prologis Boulevard, Suite 400, Mississauga, Ontario L5W 0G2, Canada</b>		
1000255781 Ontario Inc. (iii)(iv)	Canada	94.3
1000322832 Ontario Inc.	Canada	94.3
Canteen of Canada Limited (iii)	Canada	94.3
Compass Canada Support Services Ltd (iii)(iv)(v)(vi)(viii)	Canada	94.3
Compass Group Canada Operations Ltd (iii)	Canada	94.3
Chef's Hall Inc. (iii)	Canada	63.2
Compass Group Sports and Entertainment – (Quebec) (x)	Canada	63.2
ECC – ESS Support Services (x)	Canada	47.2
2265668 Ontario Limited (iii)(iv)(v)(vi)(viii)	Canada	46.2
Amik Catering LP (x)	Canada	46.2
Dease River – ESS Support Services (x)	Canada	46.2
Dene West Limited Partnership (x)	Canada	46.2



# Compass Overseas Holdings No.2 Limited

## Notes to the accounts

### For the year ended 30 September 2022 (continued)

#### 15. Related undertakings of Compass Overseas Holdings No.2 Limited (continued)

ESS – East Arm Camp Services (x)	Canada	46.2
ESS – Kaatodh Camp Services (x)	Canada	46.2
ESS – Loon River Support Services (x)	Canada	46.2
ESS – Mi'kmaq Support Services (x)	Canada	46.2
ESS – Missanabie Cree Support Services (x)	Canada	46.2
ESS – Na Cho Nyak Dun Camp Services (x)	Canada	46.2
ESS - N'deh Support Services (x)	Canada	46.2
ESS – Ochapowace Support Services (x)	Canada	46.2
ESS – Pessamit Camp Services (x)	Canada	46.2
ESS – Wapan Manawan Services de Soutien (x)	Canada	46.2
ESS-CreeQuest Support Services	Canada	46.2
ESS-Nuvumiut Support Services (x)	Canada	46.2
ESS-SDEUM Support Services (x)	Canada	46.2
ESS-White River Support Services	Canada	46.2
ESS Haisla Support Services (x)	Canada	46.2
ESS HLFN Support Services (x)	Canada	46.2
ESS KNRA Support Services (x)	Canada	46.2
ESS Komatik Support Services (x)	Canada	46.2
ESS Liard First Nation Support Services (x)	Canada	46.2
ESS McKenzie Support Services (x)	Canada	46.2
ESS Okanagan Indian Band Support Services (x)	Canada	46.2
ESS Tataskweyak Camp Services (x)	Canada	46.2
ESS/Bushmaster Camp Services (x)	Canada	46.2
ESS/McLeod Lake Indian Band Support Services (x)	Canada	46.2
ESS/Mosakahiken Cree Nation Support Services (x)	Canada	46.2
ESS/Takla Lake Support Services (x)	Canada	46.2
ESS/WEDC Support Services (x)	Canada	46.2
First North Catering (x)	Canada	46.2
JCP - ESS Support Services (x)	Canada	46.2
KDM – ESS Support Services (x)	Canada	46.2
Metis Infinity – ESS Support Services	Canada	46.2
Mi'kma'ki Domiculture	Canada	46.2
Mi'Kmaq-ECC Nova Scotia Support Services (x)	Canada	46.2
Nisga'a Village - ESS Support Services (x)	Canada	46.2
Poplar Point Catering (x)	Canada	46.2
Songhees Nation Support Services (x)	Canada	46.2
<b>102-1370 Rue De Coulomb, Boucherville, Quebec, J4B 7J4, Canada</b>		
3087-9068 Quebec Inc.	Canada	94.3
<b>5B rue De Montgolfier, Boucherville, Québec, J4B 8C4, Canada</b>		
Caf-Caf Inc. (iii)(iv)(v)(vi)	Canada	94.3
<b>1959 Upper Water Street, Suite 1100, Halifax, Nova Scotia, B3J 3E5, Canada</b>		
East Coast Catering (NS) Limited (iii)	Canada	94.3
<b>30 Queen's Road, St. John's, Newfoundland and Labrador, A1C 2A5, Canada</b>		
East Coast Catering Limited (ii)(iv)(v)(viii)	Canada	94.3
Long Harbour Catering Limited Partnership (x)	Canada	94.3
Long Harbour Catering Limited (iii)(viii)	Canada	94.3
Labrador Catering Inc. (iii)	Canada	46.2

## Compass Overseas Holdings No.2 Limited

### Notes to the accounts

### For the year ended 30 September 2022 (continued)

#### 15. Related undertakings of Compass Overseas Holdings No.2 Limited (continued)

Labrador Catering LP (x)	Canada	46.2
<b>421 7th Avenue SW, Suite 1600, Calgary, Alberta, T2P 4K9, Canada</b>		
Great West Catering Ltd. (iii)	Canada	94.3
Tamarack Catering Ltd. (iii)	Canada	94.3
<b>2580 Rue Dollard, Lasalle, Quebec, H8N 1T2, Canada</b>		
Groupe Compass (Québec) Ltée (iii)(iv)(v)(vi)(viii)	Canada	94.3
<b>550 Burrard Street, Suite 2300, Bentall 5, P.O. Box 30, Vancouver, British Columbia, V6C 2B5, Canada</b>		
Town Square Food Services Ltd. (iii)	Canada	94.3
<b>Clearwater River Dene Nation Reserve No. 222, P.O. Box 5050, Clearwater, Saskatchewan, S0M 3H0, Canada</b>		
Clearwater Catering Limited (iii)(iv)(v)(vi)	Canada	46.2
<b>130 King Street West, Suite 1800, Toronto, Ontario, M5X 1E3, Canada</b>		
Umbrel Hospitality Group Inc. (iii)	Canada	46.2
<b>77 King Street West, No. 400, Toronto, Ontario, M5K 0A1, Canada</b>		
O&B Yonge Richmond LP*	Canada	31.5
<b>Av. Las Condes 11.774, 7th floor, Vitacura, Santiago, Chile</b>		
Cadelsur S.A.	Chile	94.3
Compass Catering S.A.	Chile	94.3
Compass Servicios S.A.	Chile	94.3
Scolarest S.A. (i)	Chile	94.3
<b>Room 501 (namely Room 601), Building 2, No. 317, Longwen Road, Xuhui District, Shanghai 200232, China</b>		
Compass (China) Management Services Company Limited (i)	China	100
<b>Room 503 (namely Room 603), Building 2, No. 317, Longwen Road, Xuhui District, Shanghai 200232, China</b>		
Shanghai Eurest Food Technologies Service Co., Ltd. (i)	China	100
<b>Calle 98#11B – 29 Bogotá - Colombia</b>		
Compass Group Services Colombia S.A.	Colombia	94.3
<b>Enceinte de Brometo Centre Ville, BP 5208, Pointe-Noire, The Democratic Republic of the Congo</b>		
Eurest Services Congo SARL (ii)	Congo	94.3
<b>195, Arch. Makariou III Avenue, Neocleous House, 3030 Limassol, Cyprus</b>		
ESS Design & Build Ltd (ii)	Cyprus	94.3
Eurest Support Services (Cyprus) International Ltd	Cyprus	94.3
<b>Jankovcova, 1603/47a, Holešovice 170 00, Prague 7, Czech Republic</b>		
Compass Group Czech Republic s.r.o.	Czech Republic	94.3
SCOLAREST- zařízení školního stravování spol. s.r.o	Czech Republic	94.3
<b>FO-110, Torshavn, Faroe Islands</b>		
P/F Eurest Føroyar	Denmark	48.09
<b>Harju maakond, Saku vald, Jälgimäe küla, Jälgimäe tee 14, 76404, Estonia</b>		
Compass Group FS Estonia OÜ	Estonia	94.3
<b>Keskussairaalanatie Opinkivi 2, 40600 Jyväskylä, Finland</b>		
Semma Oy	Finland	42.4

## Compass Overseas Holdings No.2 Limited

### Notes to the accounts

### For the year ended 30 September 2022 (continued)

#### 15. Related undertakings of Compass Overseas Holdings No.2 Limited (continued)

<b>Ruukinkatu 2-4 20540 Turku, Finland</b>		
Unica Oy	Finland	46.2
<b>ZONE OPRAG, (Face á Bernabé Nouveau Port), BP 1292, Port Gentil, Gabon</b>		
Eurest Support Services Gabon SA (ii)	Gabon	94.3
<b>Helfmann-Park 2, 65760, Eschborn, Germany</b>		
Compass Group GmbH	Germany	94.3
Food affairs GmbH	Germany	94.3
Foodbuy CE GmbH	Germany	94.3
Kanne Café GmbH	Germany	94.3
Menke Menue GmbH	Germany	94.3
S.B. Verwaltungs GmbH	Germany	94.3
<b>Konrad-Zuse-Platz 2, 81829 München, Germany</b>		
Leonardi EPM GmbH	Germany	94.3
Leonardi HPM GmbH	Germany	94.3
Leonardi GmbH & Co. KG	Germany	94.3
Leonardi Kaffee neu entdecken GmbH & Co. KG	Germany	94.3
Leonardi SVM GmbH	Germany	94.3
<b>Sankt-Florian-Weg 1, 30880, Laatzen, Germany</b>		
orgaMed Betriebsgesellschaft für Zentralsterilisationen GmbH	Germany	94.3
PLURAL Gebäudemanagement GmbH	Germany	94.3
PLURAL Personalservice GmbH	Germany	94.3
PLURAL Servicepool GmbH	Germany	94.3
<b>Pfaffenwiese, 65929 Frankfurt/M., Germany</b>		
LPS Event Gastronomie GmbH	Germany	94.3
<b>Steenbeker Weg 25, 24106, Kiel, Germany</b>		
Lubinus – orgaMed Sterilgut GmbH	Germany	46.2
<b>Room 805, 8/F, New Kowloon Plaza, 38 Tai Kok Tsui Road, Kowloon, Hong Kong</b>		
Compass Group Hong Kong Ltd	Hong Kong	94.3
Encore Catering Ltd	Hong Kong	94.3
Shing Hin Catering Group Ltd	Hong Kong	94.3
<b>Irinyi József u. 4-20. B épület, H-1117 Budapest, Hungary</b>		
Eurest Étteremüzemeltető Korlátolt Felelősségű Társaság	Hungary	94.3
<b>Spaze I - Tech Park, Tower A, Sohna Road, Sector 49 Gurgaon, Gurgaon HR 122018 IN, India</b>		
Compass India Food Services Private Limited	India	94.3
<b>Unit #401, 4th Floor, Tower A, Spaze I – Tech Park Sohna Road, Sector 49 Gurgaon, Gurgaon HR 122018 IN, India</b>		
Compass India Support Services Private Limited	India	94.3
<b>HTC Aspire, 4th Floor (401) No. 19, Ali Asker Road, Bangalore, Karnataka, 560052, India</b>		
Bottle Lab Technologies Private Limited	India	75
<b>No. 407, 2nd Floor, 7th Cross, 1st D Main Road, Domlur Layout, Old Airport Road, Bengaluru. Karnataka, 560071, India</b>		
Nextup Technologies Private Limited	India	75

## Compass Overseas Holdings No.2 Limited

### Notes to the accounts

### For the year ended 30 September 2022 (continued)

#### 15. Related undertakings of Compass Overseas Holdings No.2 Limited (continued)

<b>3rd Floor, 43a, Yeats Way, Parkwest Business Park, Dublin 12, Ireland</b>		
Catering Management Ireland Limited (ii)	Ireland	94.3
Cheyenne Limited (ii)	Ireland	94.3
<b>Hamarikyu Kensetsu Plaza, 5-5-12, Tsukiji, Chuo-ku, Tokyo 104-0045, Japan</b>		
Fuyo, Inc.	Japan	94.3
Chiyoda Kyushoku Services Co., Ltd	Japan	84.9
<b>5-7-5, Chiyoda, Naka-ku, Nagoya-City, Aichi-Prefecture, 460-0012, Japan</b>		
Seiyo General Food Co., Ltd	Japan	47.2
<b>1-34-6, Sakura-Shinmachi, Setagaya-ku, Tokyo, 154-0015, Japan</b>		
Highway Royal Co., Ltd.	Japan	31.4
<b>060011, Atyrauskaya Oblast, Atyrau City, Beibarys Sultan Avenue 506, Kazakhstan</b>		
Compass Kazakhstan LLP	Kazakhstan	94.3
Eurest Support Services Kazakhstan LLP (ii)	Kazakhstan	94.3
ESS Support Services LLP	Kazakhstan	94.3
Eurest Support Services Company B LLP (ii)	Kazakhstan	47.2
<b>060011, Old Airport Road 64, Atyrau City, Atyrau Oblast, Republic of Kazakhstan</b>		
ESS Kazakhstan LLP	Kazakhstan	56.6
<b>209/8919 Sigma Road Off Enterprises Road, PO BOX 14 662, Nairobi, Kenya</b>		
Kenya Oilfield Services Ltd (ii)	Kenya	94.3
<b>19, Rue Léon Laval, L-3372 Leudelange, Luxembourg</b>		
Eurest Luxembourg S.A.	Luxembourg	86.7
IMMO Capellen S.A.	Luxembourg	86.7
Innoclean S.A.	Luxembourg	87.5
Novelia Senior Services S.A.	Luxembourg	87.5
<b>39 Boulevard Joseph, II L-1840, Luxembourg</b>		
Geria SA	Luxembourg	21.6
<b>Level 21, Suite 21.01, The Gardens South Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur, Malaysia</b>		
Compass Group Malaysia Sdn Bhd	Malaysia	94.3
<b>Level 18 The Gardena North Tower, Mid Valley City, Lingkaran Syed Putra, Kuala Lumpur, 59200, Malaysia</b>		
EM-SSIS Services Sdn. Bhd. (ii)	Malaysia	39.6
<b>Suite 1301, 13th Floor, City Plaza Jalan Tebrau, 80300 Johor Bahru Johor, Malaysia</b>		
Knusford Compass Sdn. Bhd.	Malaysia	46.2
<b>Calle Jaime Balmes 11, Oficina 101 letra D, Colonia Los Morales Polanco, Alcaldía Miguel Hidalgo, 11510 Ciudad de México, Mexico</b>		
Compass México Servicios de Soporte, S.A. De C.V. (iii)(iv)	Mexico	94.3
Eurest Proper Meals de Mexico S.A. de C.V. (iii)(iv)	Mexico	94.3
Servicios Corporativos Eurest-Proper Meals de Mexico S.A. De C.V. (iii)(iv)	Mexico	94.3
<b>Laarderhoogtweg 11, 1101 DZ, Amsterdam, Netherlands</b>		
CGI Holdings (2) B.V.	Netherlands	100
Compass Hotels Chertsey B.V. (i)	Netherlands	100
Compass Group Finance Netherlands B.V.	Netherlands	94.3

# Compass Overseas Holdings No.2 Limited

## Notes to the accounts

### For the year ended 30 September 2022 (continued)

#### 15. Related undertakings of Compass Overseas Holdings No.2 Limited (continued)

Compass Group Holding B.V.	Netherlands	94.3
Compass Group International 2 B.V.	Netherlands	94.3
Compass Group International 3 B.V.	Netherlands	94.3
Compass Group International 4 B.V.	Netherlands	94.3
Compass Group International 5 B.V.	Netherlands	94.3
Compass Group International 9 B.V.	Netherlands	94.3
Compass Group International Finance 1 B.V.	Netherlands	94.3
Compass Group International Finance 2 B.V.	Netherlands	94.3
Compass Group Vending Holding B.V.	Netherlands	94.3
Eurest Services B.V.	Netherlands	94.3
Eurest Support Services (ESS) B.V.	Netherlands	94.3
Compass Group International Finance C.V. (x)	Netherlands	94.3
<b>Luzernestraat 57, 2153 GM, Nieuw-Vennep, Netherlands</b>		
Famous Flavours B.V. (viii)	Netherlands	94.3
<b>Stationsweg 95, 6711 PM Ede, Netherlands</b>		
Xandrión B.V.	Netherlands	94.3
<b>Level 3, 7-11 Kenwyn Street, Parnell, Auckland, 1052, New Zealand</b>		
Compass Group New Zealand Limited	New Zealand	94.3
Crothall Services Group Limited (ii)	New Zealand	94.3
Eurest NZ Limited (ii)	New Zealand	94.3
<b>Drengsrudbekken 12, 1383, PO Box 74, NO-1371, Asker, Norway</b>		
Compass Group Norge AS (iii)	Norway	94.3
<b>Fabrikkveien 8, 4033 Stavanger, 1103 Stavanger, Norway</b>		
Craftly AS	Norway	94.3
<b>Forusparken 2, 4031 Stavanger, Postboks 8083 Stavanger Postterminal, 4068, Stavanger, Norway</b>		
ESS Mobile Offshore Units AS	Norway	94.3
ESS Support Services AS	Norway	94.3
<b>Okesnoyveien 16, 1366, Lysaker, 1366, Norway</b>		
Forpleiningstjenester AS	Norway	31.4
<b>Harbitzalléen 2A, 0275 Oslo, PÅ Box 4148, Sjølyst, 0217 Oslo, Norway</b>		
Gress Gruppen AS	Norway	31.4
<b>c/o Warner Shand Lawyers Waigani, Level 1 RH Hypermarket, Allotment 1 Section 479 (off Kennedy Road), Gordons NCD, Papua New Guinea</b>		
Eurest (PNG) Catering & Services Ltd (ii)	Papua New Guinea	94.3
Eurest OKAS Catering Ltd (ii)	Papua New Guinea	52
Eurest Lotic (PNG) JV Ltd (ii)	Papua New Guinea	47.2
<b>Unit 2410 24th flr, City &amp; Land Mega Plaza, ADB Ave., Ortigas Ctr., San Antonio, Pasig City 1605, Philippines</b>		
Compass Group Philippines Inc (ii)	Philippines	94.3
<b>Ul. Olbrachta 94, 01-102 Warszawa, Poland</b>		
Compass Group Poland Sp. Z o.o.	Poland	94.3
<b>Edifício Prime, Avenida da, Quinta Grande, 53-60, Alfragide 2614-521 Amadora, Portugal</b>		
Eurest (Portugal) – Sociedade Europeia de Restaurantes, Lda.	Portugal	94.3
Eurest Catering & Services Group Portugal, Lda.	Portugal	94.3

## Compass Overseas Holdings No.2 Limited

### Notes to the accounts

### For the year ended 30 September 2022 (continued)

#### 15. Related undertakings of Compass Overseas Holdings No.2 Limited (continued)

<b>București Sectorul 4, Strada Sold., Ilie Șerban, Nr. 8B., Romania București Sectorul 4, Calea Șerban Vodă, Nr. 133, Cladirea B, Etaj 1, Romania</b>		
Eurest ROM SRL	Romania	94.3
<b>PO Box 31952, Al Khobar 31685 KSA, Saudi Arabia</b>		
Compass Arabia Co. Ltd (LLC)	Saudi Arabia	28.3
<b>82 Ubi Avenue 4, #07-03 Edward Boustead Centre, 408832, Singapore</b>		
Compass Group (Singapore) PTE Ltd (iii)(iv)	Singapore	94.3
<b>Plynárenská 7/B mestská časť Ružinov 821 09 Bratislava, Slovakia</b>		
Compass Group Slovakia s. r. o.	Slovakia	94.3
<b>Calle Frederic Mompou 5, planta 5a, Edificio Euro 3, 08960, San Just Desvern, Barcelona, Spain</b>		
Asistentes Escolares, S.L.	Spain	94.3
Eurest Catalunya, S.L.U.	Spain	94.3
Medirest Social Residencias, S.L.U.	Spain	94.3
<b>Calle Castilla 8-10 – C.P. 50.009, Zaragoza, Spain</b>		
Servicios Renovados de Alimentacion, S.A.U.	Spain	94.3
<b>Calle Pinar de San José 98, Planta 1a, 28054, Madrid, Spain</b>		
Eurest Servicios FERIALES, S.L.U.	Spain	94.3
Eurest Parques, S.L.U.	Spain	94.3
Gourmet on Wheels, S.L.U.	Spain	94.1
<b>Poligono Ugaldeguren 1, Parcela 7, 48160 Derio (Vizcaya), Spain</b>		
Eurest Euskadi S.L.U.	Spain	94.3
<b>Calle R, s/n, Mercapalma, 07007 Palma de Mallorca, Baleares, Spain</b>		
Compass Group Holdings Spain, S.L.U.	Spain	94.3
Levy Compass Group Holdings, S.L. (ii)	Spain	94.3
<b>Box 1183, 171 23 Solna, Stockholm, Sweden</b>		
Compass Group AB	Sweden	94.3
<b>c/o BDO AG, Industriestrasse 53 6312 Steinhausen, Switzerland</b>		
Creative New Food Dream Steam GmbH	Switzerland	94.3
<b>c/o Ueltschi Solutions GmbH, Gwattstrasse 8, CH-3185 Schmitten, Switzerland</b>		
Sevita Group GmbH (i)	Switzerland	100
<b>Dubai Airport Free Zone, Dubai, United Arab Emirates</b>		
Compass Camea FZE	UAE	94.3
<b>Office No. 209, Mawilah, Al Sharjah, P O Box: 1897, United Arab Emirates</b>		
Abu Dhabi National Hotels – Compass LLC	UAE	46.2
<b>Abu Dhabi National Hotels Company Building, Sheikh Rashid Bin Saeed Al Maktoum Street, Abu Dhabi, United Arab Emirates</b>		
Abu Dhabi National Hotels Compass Middle East LLC	UAE	46.2
<b>Hotel owned by Emaar Properties, Building No. 1, Parcel ID 392-497, Dubai Marina, United Arab Emirates</b>		
Abu Dhabi National Hotels – Compass Emirates LLC	UAE	46.2

# Compass Overseas Holdings No.2 Limited

## Notes to the accounts

### For the year ended 30 September 2022 (continued)

#### 15. Related undertakings of Compass Overseas Holdings No.2 Limited (continued)

**Parklands Court, 24 Parklands, Birmingham Great Park, Rubery, Birmingham, B45 9PZ, United Kingdom**

Knott Hotels Company of London (ii)	UK	94.3
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**Compass House, Guildford Street, Chertsey, Surrey, KT16 9BQ, United Kingdom**

Compass Group North America Investments Limited (i)	UK	100
Compass Hotels Chertsey (iii)	UK	100
Nextonline Limited (iii)(iv)	UK	100
Sevita (UK) Limited	UK	100
Compass Group Finance No.3 Limited	UK	94.3
Compass Overseas Holdings Limited (i)	UK	88.6
Compass Quest Limited (ii)	UK	44.3

#### NOTES

1. Unless otherwise stated, indirectly owned by Compass Overseas Holdings No.2 Limited, active status and ordinary shares issued.
2. In some of the jurisdictions where we operate, share classes are not defined and in these instances, for the purposes of disclosure, we have classified these holdings as ordinary.
3. A number of the companies listed are legacy companies which no longer serve any operational purpose.

#### CLASSIFICATIONS KEY

- (i) Directly owned by Compass Overseas Holdings No.2 Limited
- (ii) Dormant/non-trading
- (iii) A Ordinary shares
- (iv) B Ordinary shares
- (v) C Ordinary and/or Special shares
- (vi) D, E and/or F Ordinary shares
- (vii) Deferred shares
- (viii) Preference including cumulative, non-cumulative and redeemable shares
- (ix) Redeemable shares
- (x) No share capital, share of profits
- (xi) Limited by guarantee