

**When complete, please detach and return the Form of Proxy. No postage stamp is required. To be valid, the Form of Proxy should be received by the Registrars, Capita Registrars, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU no later than 12 noon on 1 February 2011. CREST system users may appoint one or more proxies via the CREST system. For further details, please refer to the Notice of Annual General Meeting ('AGM') or to the CREST manual.**

## Notes

1. You are entitled to appoint a proxy or proxies, who need not be a member of the Company or the Chairman of the Meeting, to exercise all or any of your rights to attend, speak and vote. You may appoint more than one proxy, provided that each proxy is appointed in respect of a different share or shares. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. If left blank, your proxy will be deemed to be authorised in respect of your full voting entitlement. If you appoint more than one proxy, additional proxy forms may be obtained by contacting Capita Registrars on Freephone 0800 280 2545 or you may photocopy this form. Please indicate by ticking the box provided if the instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
2. For each Resolution, please indicate with an X in the box provided how you wish to vote. If you fail to select any of the given options on a particular Resolution, the proxy will vote or abstain as he/she thinks fit in respect of your shareholding.
3. In the case of joint shareholders, the signature of any of them will suffice, but the names of all joint holders should be shown, and the vote of the senior holder who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holder(s) and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members in respect of the joint holding.
4. A corporation may appoint more than one corporate representative. A corporation's Form of Proxy must be exercised under the company seal, if any, or signed by a duly authorised officer (stating the officer's capacity).
5. To be valid, the Form of Proxy must be signed, dated and lodged, together with the power of attorney or other written authority (if any) under which it is signed or an office or notarially certified copy of such power or authority, no later than 48 hours before the time of the AGM (or adjourned AGM at which the person named on the form proposed to vote) with the Company's Registrars, Capita Registrars, at PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU.
6. Completion and return of the Form of Proxy will not preclude you from attending and voting at the AGM in person if you wish.
7. The 'Vote Withheld' option is provided to enable you to abstain on any particular Resolution. It should, however, be noted that it is not a vote in law and will not be counted in the proportion of the votes 'For' and 'Against' a Resolution.

8. You can fold and return the Form of Proxy to the return address printed on the back of the form. You can, if you wish, post it in a separate envelope to Freepost RSBH-UXKS-LRBC, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU. There is no postage to pay if posted in the UK. Shareholders outside the UK can reply by posting the Form of Proxy in an envelope to Capita Registrars, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU, UK.
9. A shareholder may use www.capitashareportal.com for the receipt of any documents or information relating to proxies for the AGM (such as the appointment or notice of termination of the authority of any proxy for the AGM or any document necessary to show the validity of, or otherwise relating to the appointment of a proxy). You may not use this address to communicate with the Company for any purposes other than those expressly stated.
10. Please see the AGM Notice for further advice on how to appoint/instruct proxies via CREST.
11. To register your appointment of a proxy online, you will require your investor code which can be found overleaf.
12. If more than one proxy appointment is returned, either by paper or electronic communication (not as described in note 1) that proxy received last by the Registrars before the latest time for the receipt of proxies (as set out in note 5) will take precedence. Members are advised to read the terms and conditions of use carefully. Electronic communication facilities are available to all shareholders and those who use them will not be disadvantaged.  
  
Please note the Company will not accept any communication that is found to contain a computer virus.
13. The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communications from the Company in accordance with section 146 of the Companies Act 2006 ('Nominated Persons'). Nominated Persons may have a right under an agreement with the registered shareholder who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if Nominated Persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.
14. If you have any questions about completing this form, please telephone Capita Registrars on Freephone 0800 280 2545 or on +44 20 7763 0041 if calling from abroad.
15. This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different account holders or uniquely designated accounts. The Company and Capita Registrars Limited accept no liability for any instruction that does not comply with these conditions.

## Compass Group PLC AGM

### Attendance Card

**If you or your proxy wish to attend the AGM to be held at The Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London SW1P 3EE (please see map on reverse) on Thursday 3 February 2011 at 12 noon, please sign this card overleaf and hand it in at the reception desk on arrival at the AGM.**

Second fold

Business Reply  
Licence Number  
RSBH-UXKS-LRBC



PXS  
34 Beckenham Road  
Beckenham  
Kent  
BR3 4TU

Third fold and tuck inside

First fold

**FORM OF PROXY**  
**Compass Group PLC – ANNUAL GENERAL MEETING**

Bar code:

Investor code:

I/We being a member(s) of the Company hereby appoint the Chairman of the Meeting OR (see note 1) Event code:

as my/our proxy to exercise all or any of my/our rights to attend, speak and vote on my/our behalf at the Annual General Meeting of the Company to be held at 12 noon on Thursday 3 February 2011 ('the Meeting') ('AGM'), or at any adjournment thereof. I/We have indicated with an 'X' how I/we wish my/our votes to be cast on the Resolutions set out below and I/we direct that my/our proxy will vote (or abstain from voting) as he/she thinks fit for me/us and on my/our behalf on any other matter which may properly come before the AGM or any adjournment thereof.

Please tick here if this proxy appointment is one of multiple appointments being made. For the appointment of more than one proxy, please refer to note 1.

RESOLUTIONS	Please mark 'X' to indicate how you wish to vote	For Against Vote Withheld	RESOLUTIONS	Please mark 'X' to indicate how you wish to vote	For Against Vote Withheld
1 Receive and adopt the Directors' Annual Report and Accounts and the Auditors' Report thereon	X X X	X X X	11 Re-elect Don Robert as a Director of the Company	X X X	X X X
2 Receive and adopt the Directors' Remuneration Report	X X X	X X X	12 Re-elect Sir Ian Robinson as a Director of the Company	X X X	X X X
3 Declare a final dividend on the ordinary shares	X X X	X X X	13 Re-appoint Deloitte LLP as Auditors	X X X	X X X
4 Re-elect Sir Roy Gardner as a Director of the Company	X X X	X X X	14 Authorise the Directors to agree the Auditors' remuneration	X X X	X X X
5 Re-elect Richard Cousins as a Director of the Company	X X X	X X X	15 Donations to EU political organisations	X X X	X X X
6 Re-elect Gary Green as a Director of the Company	X X X	X X X	16 Authority to allot shares (s.551)	X X X	X X X
7 Re-elect Andrew Martin as a Director of the Company	X X X	X X X	17 Special Resolution – authority to allot shares for cash (s.561)	X X X	X X X
8 Re-elect Sir James Crosby as a Director of the Company	X X X	X X X	18 Special Resolution – authority to purchase shares	X X X	X X X
9 Re-elect Steve Lucas as a Director of the Company	X X X	X X X	19 Special Resolution – reduce general meeting notice periods	X X X	X X X
10 Re-elect Susan Murray as a Director of the Company	X X X	X X X			

To assist with arrangements, if you intend attending the Meeting in person please place an 'X' in the box opposite

Signature

Date

You may submit your proxy electronically at [www.capitashareportal.com](http://www.capitashareportal.com)

**ATTENDANCE CARD**  
**Compass Group PLC – ANNUAL GENERAL MEETING**

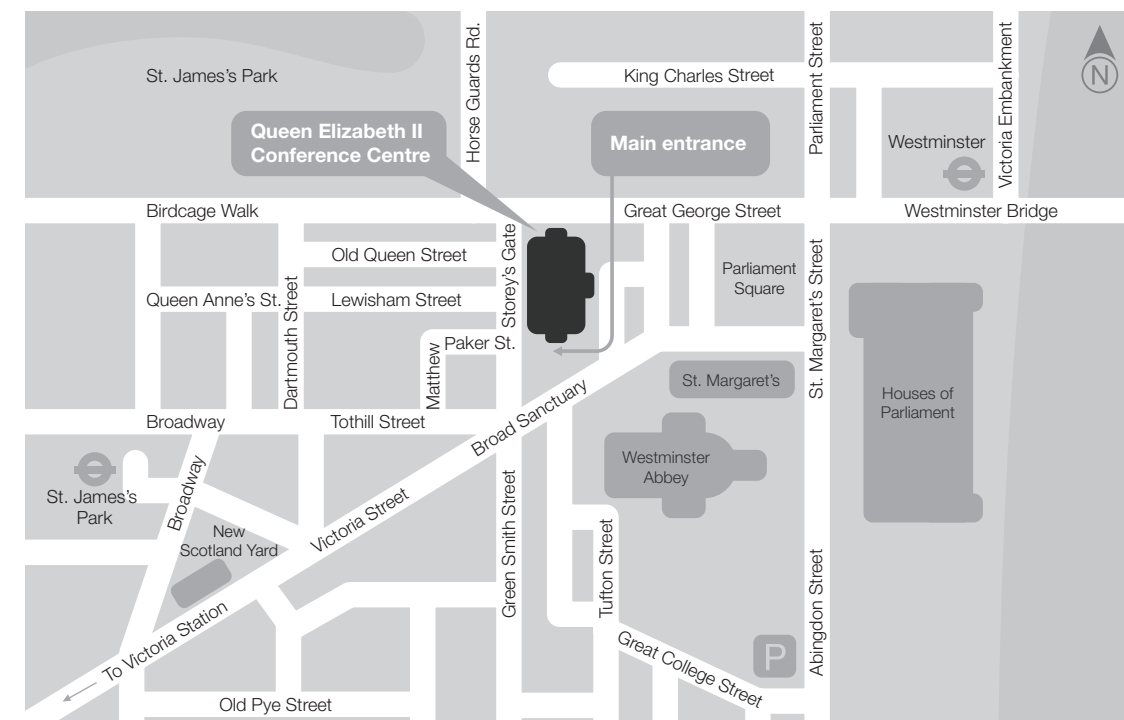
The proxy may be completed on the Internet by going to either [www.capitashareportal.com](http://www.capitashareportal.com) and logging into your share portal account or registering for the share portal if you have not already done so, or [www.compass-group.com](http://www.compass-group.com) and clicking on the 'Be More In Touch' icon. To register for the share portal you will need your investor code set out below. Once registered you will be able to vote immediately.

To be held on Thursday 3 February 2011 at The Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London SW1P 3EE at 12 noon.

If you wish to attend this Meeting in your capacity as a holder of ordinary shares, please sign this card and on arrival hand it to the Company's Registrars. This will facilitate entry to the Meeting.

Signature of person attending Bar code:

Investor code:



**Compass Group PLC**  
 Directions to Compass Group PLC  
 Annual General Meeting at  
 The Queen Elizabeth II Conference Centre  
 Broad Sanctuary, Westminster  
 London SW1P 3EE

Directly opposite Westminster Abbey  
 – A short walk from Westminster or St James's Park underground stations  
 – Victoria and Waterloo main-line railway stations within walking distance  
 – Car parks nearby (for more information contact NCP: 0845 050 7080 or visit [www.npc.co.uk](http://www.npc.co.uk))