

RNS Number: 6588A  
 Compass Group PLC  
 03 February 2022

Legal Entity Identifier (LEI) No. 2138008M6MH9OZ6U2T68

## COMPASS GROUP PLC

### ANNUAL GENERAL MEETING – 3 FEBRUARY 2022: POLL RESULTS

The Compass Group PLC Annual General Meeting was held on Thursday 3 February 2022. All resolutions were decided on a poll and all resolutions proposed at the Meeting were passed.

The number of votes for and against each of the resolutions, and the number of votes withheld are set out below:

| Res No | Details  | No. of Votes 'For' & 'Discretionary' | %     | No. of Votes 'Against' | %     | Total No. of Votes Cast | % capital voted | No. of Votes Withheld |
|--------|--|--------------------------------------|-------|------------------------|-------|-------------------------|-----------------|-----------------------|
| 1      | Receive and adopt the Annual Report and Accounts     | 1,465,155,789                        | 99.98 | 361,625                | 0.02  | 1,465,517,414           | 82.14%          | 10,425,407            |
| 2      | Receive and adopt the Remuneration Policy            | 973,341,831                          | 67.50 | 468,571,337            | 32.50 | 1,441,913,168           | 80.81%          | 34,029,557            |
| 3      | Receive and adopt the Directors' Remuneration Report | 1,288,670,998                        | 87.98 | 176,100,487            | 12.02 | 1,464,771,485           | 82.09%          | 11,171,239            |
| 4      | Declare a final dividend                             | 1,474,047,821                        | 99.87 | 1,875,838              | 0.13  | 1,475,923,659           | 82.72%          | 20,652                |
| 5      | Elect Palmer Brown                                   | 1,471,551,845                        | 99.71 | 4,321,236              | 0.29  | 1,475,873,081           | 82.72%          | 69,644                |
| 6      | Elect Arlene Isaacs-Lowe                             | 1,474,369,104                        | 99.90 | 1,499,614              | 0.10  | 1,475,868,718           | 82.72%          | 74,007                |
| 7      | Elect Sundar Raman                                   | 1,468,423,573                        | 99.50 | 7,445,889              | 0.50  | 1,475,869,462           | 82.72%          | 73,263                |
| 8      | Re-elect Ian Meakins                                 | 1,448,467,541                        | 98.52 | 21,817,034             | 1.48  | 1,470,284,575           | 82.40%          | 5,658,150             |
| 9      | Re-elect Dominic Blakemore                           | 1,464,909,358                        | 99.26 | 10,967,700             | 0.74  | 1,475,877,058           | 82.72%          | 65,667                |
| 10     | Re-elect Gary Green                                  | 1,475,419,211                        | 99.97 | 450,389                | 0.03  | 1,475,869,600           | 82.72%          | 73,125                |
| 11     | Re-elect Carol Arrowsmith                            | 1,454,102,104                        | 98.53 | 21,767,496             | 1.47  | 1,475,869,600           | 82.72%          | 73,221                |
| 12     | Re-elect Stefan Bomhard                              | 1,460,046,964                        | 99.34 | 9,633,804              | 0.66  | 1,469,680,768           | 82.37%          | 6,261,957             |
| 13     | Re-elect John Bryant                                 | 1,440,072,038                        | 97.57 | 35,794,372             | 2.43  | 1,475,866,410           | 82.72%          | 75,678                |
| 14     | Re-elect Anne-Francoise Nesmes                       | 1,466,193,491                        | 99.34 | 9,673,702              | 0.66  | 1,475,867,193           | 82.72%          | 75,508                |
| 15     | Re-elect Nelson Silva                                | 1,468,445,428                        | 99.50 | 7,421,620              | 0.50  | 1,475,867,048           | 82.72%          | 75,677                |
| 16     | Re-elect Ireena Vittal                               | 1,203,513,173                        | 89.06 | 147,778,352            | 10.94 | 1,351,291,525           | 75.73%          | 124,650,602           |

|    |   |               |       |             |      |               |        |           |
|----|---|---------------|-------|-------------|------|---------------|--------|-----------|
| 17 | Re-appoint KPMG LLP as Company's auditors                               | 1,469,094,407 | 99.54 | 6,821,199   | 0.46 | 1,475,915,606 | 82.72% | 26,523    |
| 18 | Authorise the Audit Committee to agree the Auditor's remuneration       | 1,475,323,216 | 99.96 | 593,453     | 0.04 | 1,475,916,669 | 82.72% | 28,283    |
| 19 | Political donations   | 1,390,481,392 | 94.24 | 84,935,954  | 5.76 | 1,475,417,346 | 82.69% | 527,163   |
| 20 | Authority to allot shares   | 1,348,686,832 | 91.38 | 127,220,675 | 8.62 | 1,475,907,507 | 82.72% | 36,112    |
| 21 | Authority to allot shares for cash*                                     | 1,403,219,047 | 95.18 | 71,033,675  | 4.82 | 1,474,252,722 | 82.63% | 1,689,407 |
| 22 | Additional authority to allot shares for cash in limited circumstances* | 1,385,161,829 | 93.96 | 89,090,893  | 6.04 | 1,474,252,722 | 82.63% | 1,689,407 |
| 23 | Authority to purchase shares*   | 1,456,029,607 | 98.81 | 17,498,118  | 1.19 | 1,473,527,725 | 82.59% | 2,415,894 |
| 24 | Reduce general meeting notice periods*                                  | 1,375,578,022 | 93.20 | 100,337,900 | 6.80 | 1,475,915,922 | 82.72% | 27,095    |

\* Passed as a special resolution.

The Board of Compass Group PLC is pleased to note that all resolutions were passed at today's AGM and we welcome the substantial support of the Company's shareholders for all the resolutions proposed.

In respect of the proposed changes to our Remuneration Policy (Resolution 2), the Board was pleased that over two-thirds of shareholders were supportive of the new Remuneration Policy. The Board acknowledges that some shareholders did not vote in favour of this resolution, i.e., to align the quantum of LTIP awards for executive directors to bring our remuneration to market levels, to increase the level of shareholding requirement for executive directors and to introduce the mandatory deferral of a proportion of annual bonus earned by executive directors in future. In developing the Remuneration Policy, the Remuneration Committee consulted extensively with our largest shareholders, investor representative groups and proxy agencies. The Remuneration Committee received helpful feedback during that engagement process, including indications of support from the majority of those consulted.

For the reasons set out in the Annual Report, the Remuneration Committee continues to believe that the new Remuneration Policy is balanced and is fully aligned to the interests of Compass and our shareholders. Accordingly, the new Remuneration Policy will take effect for three years and will be implemented by the Remuneration Committee.

However, we remain committed to an open and transparent dialogue with our shareholders, and so we will seek to engage further with shareholders to understand their concerns. We will publish an update on this engagement within six months of the AGM.

Votes 'withheld' have not been included in the calculation of whether a resolution is carried. Percentages have been rounded to two decimal places.

A copy of the above results will shortly be available in the investor section of the Company's website [www.compass-group.com](http://www.compass-group.com).

A copy of all of the Resolutions passed, will be submitted to the National Storage Mechanism and in due course will be available to view at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>.

As at the close of business on 1 February 2022, the issued share capital was 1,785,403,977 ordinary shares of 11 1/20 pence each of which 1,148,924 were held as treasury shares and the total number of voting rights in respect of these ordinary shares (excluding treasury shares) was 1,784,255,053 each ordinary share having one vote.

**ENDS**

Enquiries: Alison Yapp, Group General Counsel & Company Secretary

Investors/Analysts: Agatha Donnelly

Note to Editors: Compass Group PLC is a world leading food service company, which generated annual revenues of £18.1 billion in the year to 30 September 2021. It operates in 45 countries and employs and engages around 480,000 people. The Company specialises in providing food and a range of support services across the core sectors of Business & Industry, Healthcare & Senior Living, Education, Sports & Leisure and Defence, Offshore & Remote, with an established brand portfolio.