# Compass Group PLC – ANNUAL GENERAL MEETING (AGM) VOTING, ONLINE MEETING DETAILS AND NOTICE OF THE AVAILABILITY OF THE 2021 AGM NOTICE AND 2020 ANNUAL REPORT

The proxy may be completed on the internet by going to www.signalshares.com and logging into your share portal account or registering for the share portal if you have not already done so. To register for the share portal you will need your investor code set out below. Once registered you will be able to vote immediately.



The 2021 Annual General Meeting (the Meeting) (the AGM) of Compass Group PLC (the Company) will be held at Compass House, Guildford Street, Chertsey, Surrey KT16 9BQ on Thursday 4 February 2021 at 10.00 am. Please note that due to COVID-19 regulations, the Meeting is a closed meeting. SHAREHOLDERS AND PROXIES (OTHER THAN THE CHAIRMAN OF THE MEETING) SHOULD NOT ATTEND THE AGM IN PERSON, AND ANYONE ATTEMPTING TO DO SO WILL BE REFUSED ENTRY, YOU ARE THEREFORE ADVISED TO APPOINT THE CHAIRMAN OF THE MEETING AS YOUR PROXY IN ORDER FOR YOUR VOTE TO COUNT.

The Meeting will be webcast online and you will need your Investor code below which will serve as your Login Code and PIN. Please see the reverse for how the join the Meeting. We strongly encourage you to submit questions in advance of the Meeting. Pre-submitted questions can be addressed to investor.relations@compass-group.com, or to the Company Secretariat at the Company's Registered Office.

Investor code:

### Compass Group PLC (the Company) - ANNUAL GENERAL MEETING

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

## **NOTICE OF AVAILABILITY -**NOTICE OF 2021 AGM AND **2020 ANNUAL REPORT**

IMPORTANT - Please read carefully.

You can now access the 2020 Annual Report and Notice of 2021 AGM on the Company's website at www.compass-group.com.

If you wish to receive a paper copy of the Annual Report, please contact Link Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU.

Please note the deadline for receiving proxies is 10.00 am on Tuesday 2 February 2021.

### Bar code:

Investor code:

FORM OF PROXY

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 Compass House, Guildford Street, Chertsey, Surrey KT16 9BQ on Thursday 4 February 2021 at 10.00 am, 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

- Receive and adopt the Directors' Annual Report 1. and Accounts and the Auditor's Report thereon
- 2. Receive and adopt the Remuneration Policy
- Receive and adopt the Directors' Remuneration Report 3.
- 4. Elect Ian Meakins as a director
- 5. Re-elect Dominic Blakemore as a director
- Re-elect Gary Green as a director 6.
- 7. Re-elect Karen Witts as a director
- 8. Re-elect Carol Arrowsmith as a director
- 9. Re-elect John Bason as a director
- 10. Re-elect Stefan Bomhard as a director 11. Re-elect John Bryant as a director
- 12. Re-elect Anne-Francoise Nesmes as a director

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#### Resolutions

<b>Resolutions</b> Please mark 'X' to indicate how you wish to vote	For	Against	Vote Withheld
13. Re-elect Nelson Silva as a director			
14. Re-elect Ireena Vittal as a director			
15. Reappoint KPMG LLP as auditor	X		
16. Authorise the Audit Committee to agree the auditor's remuneration			
17. Donations to political organisations			
18. Authority to allot shares			
19. Special Resolution – authority to allot shares for cash	X		
20. Special Resolution – additional authority to allot shares for cash in limited circumstances	X		X
21. Special Resolution – authority to purchase shares	X		
22. Special Resolution – adoption of Articles of Association			
23. Special Resolution – reduce general meeting notice periods			

Signature

Date

You may submit your proxy electronically at www.signalshares.com

## **Online Meeting – joining instructions**

We are making an electronic facility available for the AGM, giving you the opportunity to participate in the AGM online in place of our usual shareholder meeting which we are unable to hold due to COVID-19 social distancing measures and restrictions on public gatherings. If you choose to participate online you will be able to view a live webcast of the Meeting, using your smartphone, tablet or computer, and there will be an opportunity to ask the Board questions. To join online you will need to either:

- a) Download the Lumi AGM app from the Apple App or Google Play stores by searching for Lumi AGM; or
- b) Visit https://web.lumiagm.com on your smartphone, tablet or computer. You will need the latest version of Chrome, Safari, Internet Explorer 11, Edge or Firefox installed on your device. Please ensure your browser is compatible.

# Meeting ID: 176-951-794

### To login you must have your Login Code and PIN

(Your Login Code is your 11 digit Investor code (overleaf) including any leading zeros, your PIN is the last four digits of your Investor code)

Access	Webcast
Once you have either downloaded the Lumi AGM app or entered web.lumiagm.com into your web browser, you'll be prompted to enter the Meeting ID: 176-951-794	When successfully authenticated, the information screen will be displayed. You can view Company information, ask questions and watch the webcast.
You will then be required to click 'I have a login' and enter your: a) Login Code; and b) PIN. You will be able to log into the site on 4 February 2021 from 9.30am.	To watch the webcast press the broadcast icon at the bottom of the screen.
	If viewing on a computer, the broadcast will appear at the side automatically once the Meeting has started.

### Notes

- A shareholder entitled to attend and vote at the AGM may appoint a proxy or proxies (who need not be a shareholder of the Company) to exercise all or any of his or her rights at the AGM. Where more than one proxy is appointed, each proxy must be appointed for different shares. As shareholders will not be able to attend the Meeting in person this year, to ensure their votes are counted, shareholders are strongly encouraged to appoint the Chairman of the Meeting as their proxy. Any other person appointed as a proxy will be refused entry to the AGM. Additional proxy forms may be obtained by contacting Link Asset Services on Freephone 0800 280 2545 or +44 333 300 1568 if calling from outside the UK 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. Your proxy will also have discretion to vote as he/she thinks fit on any other business which may properly come before the Meeting or an adjournmed Meeting including amendments to resolutions and on any proposed adjournment of the AGM.
- 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 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 provided that they do not exercise their powers differently in relation to the same shares. A corporation's Form of Proxy must be executed 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, excluding non-business days (or adjourned AGM at which the person named on the form proposed to vote) with the Company's registrar, Link Asset Services, at PXS1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF, UK.
- Completion and return of the Form of Proxy will not preclude you from joining the online meeting. Please make sure you retain the detachable top half of the Form of Proxy meeting card which provides details of how to join the online meeting.
- 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.

- You should return the Form of Proxy in the envelope provided and send it to Freepost RLUB-TBUX-EGUC, PXS1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF, UK. There is no postage to pay if posted in the UK. Shareholders outside the UK can reply by posting the Form of Proxy in a separate envelope to Link Asset Services, PXS1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF, UK.
- 9. A shareholder may use www.signalshares.com for the appointment or notice of termination of the authority of any proxy for the AGM. 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. For further information on how to complete this proxy on the internet go to www.signalshares.com.
- 12. If more than one proxy appointment is returned, either by paper or electronic communication (but not as described in note 1), that proxy received last by the registrar 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.
- 14. 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.
- If you have any questions about completing this form, please telephone Link Asset Services on Freephone 0800 029 4520 or on +44 333 300 1568 if calling from outside the UK.
- 16. 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 Link Asset Services accept no liability for any instruction that does not comply with these conditions.