

COMPASS GROUP PLC

SHARE CAPITAL CONSOLIDATION, RESULTS OF ELECTIONS RELATING TO RETURN OF c. £1 BILLION TO SHAREHOLDERS AND THE ISSUE OF B SHARES AND C SHARES

Compass Group PLC ("Compass" or the "Company") announces that the Share Capital Consolidation and the allotment and issue of the B Shares and C Shares relating to its Return of Cash, approved at the General Meeting held on 11 June 2014, will each occur today.

Share Capital Consolidation and Admission of New Ordinary Shares

The Share Capital Consolidation, by which every 17 Existing Ordinary Shares of 10 pence each will be consolidated into 16 New Ordinary Shares of 10 5/8 pence each, will take effect from 8.00 a.m.(or as soon as practicable thereafter) today ("Admission"). As at that time, 1,681,091,168 New Ordinary Shares of 10 5/8 pence each (under ISIN GB00BLNN3L44) will be admitted to the premium listing segment of the Official List and to trading on the London Stock Exchange's main market for listed securities.

With effect from Admission, share certificates in respect of Existing Ordinary Shares will cease to be valid. It is expected that share certificates in respect of New Ordinary Shares will be despatched on 29 July 2014 to those Shareholders who held their Existing Ordinary Shares in certificated form and, until such time, Shareholders should retain any share certificate(s) they currently hold in respect of Existing Ordinary Shares. Shareholders who held their Existing Ordinary Shares in CREST will have the New Ordinary Shares to which they are entitled automatically credited to their CREST accounts at approximately 8.00 a.m. today (or as soon as practicable thereafter).

Results of elections and the issue of B Shares and C Shares

As at the Election Deadline of 1.00 p.m. on 7 July 2014, Shareholders' elections (or deemed elections) for the Alternatives in respect of the Return of Cash were as follows:

	Number of Existing Ordinary Shares
Income Option	1,366,745,487 (76.52%)
Capital Option	419,413,879 (23.48%)
TOTAL	1,786,159,366 (100.00%)

Shareholders who had not made a valid election for the Capital Option by the Election Deadline, and Restricted Shareholders, have been deemed to elect for the Income Option in respect of all of their Return of Cash Entitlement in accordance with the circular posted to Shareholders on 19 May 2014.

Based on Shareholders' elections (or deemed elections) for the Alternatives set out above, subject to Admission occurring, 419,413,879 B Shares of 56 pence each and 1,366,745,487 C Shares of 0.0001 pence each will be allotted and issued at approximately 8.00 a.m. today, divided between the Alternatives as follows:

	Number of B Shares and C Shares
Income Option	1,366,745,487 C Shares
Capital Option	419,413,879 B Shares

As all valid elections for the Capital Option can be satisfied in full by the issue of B Shares, no C Shares will be issued pursuant to the Capital Option. Barclays Bank PLC will not, therefore, be required to make the Purchase Offer.

No application has been, or will be, made to the UK Listing Authority or to the London Stock Exchange, respectively, for any of the B Shares or C Shares to be admitted to the Official List or to trading on the London Stock Exchange's main market for listed securities, nor will the B Shares or C Shares be listed or admitted to trading on any other recognised investment exchange.

No share certificates will be issued in respect of the B Shares or the C Shares. No CREST accounts will be credited with B Shares issued pursuant to the Capital Option or the C Shares.

Voting rights and capital

As at the close of business on 7 July 2014, the Company's issued share capital consisted of 1,786,159,366 Existing Ordinary Shares. The total number of voting rights in respect of those Existing Ordinary Shares was 1,786,159,366, each Existing Ordinary Share having one vote. The Company did not hold any Existing Ordinary Shares in treasury. For the purposes of the Financial Conduct Authority's Disclosure and Transparency Rule 5.6.1A(1), following the Share Capital Consolidation, the Company's issued share capital that will be admitted to trading on the London Stock Exchange's main market as at approximately 8.00 a.m. today will consist of 1,681,091,168 New Ordinary Shares of 10 5/8 pence each. No shares are held in treasury. The total number of voting rights attaching to the New Ordinary Shares in the Company admitted to trading on the London Stock Exchange's main market will be 1,681,091,168 (which is equivalent to 1,786,159,366 in respect of the Existing Ordinary Shares on 7 July 2014).

Following the Share Capital Consolidation becoming effective, the above figure of 1,681,091,168 may be used by Shareholders as the denominator for the calculations by which it will be determined if they are required to notify their interest in, or a change to their interest in, New Ordinary Shares in Compass under the Financial Conduct Authority's Disclosure and Transparency Rules.

Compass confirms that the shares currently held by its directors, persons discharging managerial responsibility and their connected persons will also be consolidated with effect from Admission, but that their relevant percentage interests following consolidation will remain the same as those prior to consolidation. Based on their elections, their expected interests in B Shares and/or C Shares and New Ordinary Shares in the Company following consolidation will be as follows:

Name	Director/PDMR	Number of New Ordinary Shares following Consolidation	Number of B Shares	Number of C Shares
Richard Cousins*	Director	1,515,815	1,610,554	Nil
Dominic Blakemore	Director	Nil	Nil	Nil
Andrew Martin	Director	611,764	650,000	Nil
Gary Green	Director	471,725	Nil	501,208
Paul Walsh	Chairman	9,411	10,000	Nil
Carol Arrowsmith	Non-Executive Director	Nil	Nil	Nil
John Bason**	Non-Executive Director	8,068	4,787	3,787
Susan Murray	Non-Executive Director	12,234	13,000	Nil
Don Robert	Non-Executive Director	28,235	Nil	30,000
Sir Ian Robinson	Non-Executive Director	14,117	15,000	Nil
Andrew Furlong	PDMR	160,760	Nil	170,808
Jane Kingston	PDMR	296,422	314,949	Nil
Philippe Op de Beeck	PDMR	3,366	3,577	Nil
Jonathan Thomson	PDMR	Nil	Nil	Nil
Mark White***	PDMR	310,320	329,715	Nil

* 778,831 shares held by Mrs C Cousins

** 923 shares held by Mrs C Bason

*** 310,320 shares held by Mrs M White

Notes

Terms used in this announcement but which are not otherwise defined shall have the same meanings as set out in the circular published by the Company on 19 May 2014 in relation to the Return of Cash. All references in this announcement to times are to London, UK times.

Enquiries

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Capita Asset Services Shareholder Helpline

Shareholder Helpline

If you have any questions about the Return of Cash please call the Shareholder Helpline on 0800 121 7641 (or +44 203 471 2731 if calling from outside of the United Kingdom) between 9.00 a.m. and 5.30 p.m. Monday to Friday (except UK public holidays). Calls to the Shareholder Helpline are free of charge from a BT landline. Costs for calls from mobile telephones and other network providers may vary. Calls to the Shareholder Helpline from outside the United Kingdom will be charged at the applicable international rates. Please note that calls may be recorded and randomly monitored for security and training purposes. For legal reasons, the Shareholder Helpline will be unable to give advice on the merits of the Return of Cash or to provide financial, tax or investment advice.

Notes to Editors

Compass Group PLC is a world-leading food and support services company, which generated annual revenues of £17.6 billion in the year to 30 September 2013. It operates in around 50 countries, employs over 500,000 people and serves over 4 billion meals every year. The Company specialises in providing food and a range of support services across the core sectors of Business & Industry, Healthcare & Seniors, Education, Defence, Offshore & Remote, Sports & Leisure and Vending with an established brand portfolio.

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