

## Compass Group PLC (the *Company*)

### Role of the Senior Independent Director (the *SID*)

#### **UK Corporate Governance Code – Division of Responsibilities, Provision 12**

The board should appoint one of the independent non-executive directors to be the senior independent director to provide a sounding board for the chair and serve as an intermediary for the other directors and shareholders. Led by the senior independent director, the non-executive directors should meet without the chair present at least annually to appraise the chair's performance, and on other occasions as necessary.

This document sets out the responsibilities of the SID and was approved by the Board on 18 September 2019. The Company shall ensure that this document is generally made available on the Company's website and from the Company on demand.

#### **SID's responsibilities**

The SID's role includes, but is not limited to:

1. acting as a sounding board for the Chairman, providing the Chairman with support in the delivery of his/ her objectives, and serving as an intermediary for the other directors and shareholders;
2. serving on the committees of the Board to improve their knowledge of company governance;
3. leading the evaluation of the Chairman in consultation with the other directors, ensuring that the non-executive directors meet with the SID (together or separately), without the Chairman present, at least annually to appraise the Chairman's performance;
4. leading the process for the evaluation of the performance of the Chairman as part of the Board evaluation process;
5. ensuring the orderly succession of the Chairman, working closely with the other Committees as appropriate;
6. when called on, seeking to meet a sufficient range of major shareholders in order to develop a balanced understanding of their views;
7. acting as an alternative contact for shareholders if they have concerns that contact through the normal channels of Chairman, Group Chief Executive or other executive directors has failed to resolve or for which such contact is inappropriate; and
8. working with the Chairman and other directors, and/ or shareholders, to resolve significant issues, particularly when the board or company may be undergoing a period of stress.