

COMPASS GROUP PLC (the *Company*)

SCHEDULE OF MATTERS RESERVED FOR THE BOARD

(as adopted by the Board on 18 September 2019)

The following are the matters that are reserved for the board of directors of the Company (the **Board**).

Purpose, Strategy & Management

1. Establishing the purpose, values, overall management, direction and long term success of the Compass Group PLC Group of Companies (the **Group**).
2. Approval of the Group's long-term objectives and strategy, such that they generate and preserve value over the long term for shareholders and contribute to wider society, including considering and addressing opportunities and risks to the future success of the business, the sustainability of the business model and the Group's governance.
3. Approval of the annual budget.
4. Overseeing the Group's operations and reviewing on a regular basis performance in the light of the Group's strategy, objectives, business plans and budgets ensuring that any necessary corrective action is taken.
5. Ensuring that necessary resources are in place for the Group to meet its objectives and measure performance against them.

Values, Culture and Stakeholders

1. Setting the Group's values and standards and ensuring the Group's culture is aligned to these.
2. Ensuring that workforce policies and practices are consistent with the Group's values and long term sustainable success, and that members of the workforce can raise, in confidence, any areas of concern and that there are in place processes for investigation and follow-up.
3. Assessing and monitoring the Group's culture and ensuring that any instances where this is not aligned to the Group's purpose, values and strategy are addressed.
4. Engaging with, and understanding the views of the Group's key stakeholders and taking consideration of these in discussions and decision making.
5. Ensuring that stakeholder engagement mechanisms are kept under review to ensure that they remain effective.

Board Membership & Other Appointments

1. Overseeing the Nomination Committee which leads the process for Board appointments, ensures plans are in place for orderly succession to the Board and

senior management positions, and oversees the development of a diverse pipeline for succession.

2. Appointments and removal of Compass Group PLC Directors, following recommendations by the Nomination Committee.
3. Changing the structure, size and composition of the Board, ensuring that the right combination and balance of skills, experience and knowledge (including, but not limited to, diversity of gender, social and ethnic backgrounds, cognitive and personal strengths) are present, following recommendations by the Nomination Committee, giving consideration to the length of service of the Board members.
4. Approval and review, following recommendations by the Nomination Committee, of the Group's policy on diversity and inclusion.
5. Appointment of the Senior Independent Director, following recommendations by the Nomination Committee.
6. With the advice of the Nomination Committee, considering and determining whether or not to approve directors' external appointments.
7. With the advice of the Nomination Committee, identifying and managing actual or potential conflicts of interest.
8. With the recommendation of the Nomination Committee the appointment of a designated workforce non-executive director to engage with the Group's workforce.
9. Appointment of the Chairman and members of Board committees, ensuring that the right combination and balance of skills, experience and knowledge are present.
10. Appointment and removal of the Company Secretary.
11. Appointment, reappointment or removal of the external auditor (for consideration by shareholders in general meeting) following recommendation by the Audit Committee.
12. Approval of the appointment of the Group's principal professional advisers.
13. The division of responsibilities between the Chairman and the Group Chief Executive.
14. Approval of the terms of reference of Committees of the Board.

Financial (and other) Reporting & Controls

1. Approval of preliminary announcements of interim and final results.
2. Approval of the annual report and accounts, and the final and the interim results, having satisfied itself of the integrity of the financial and narrative statements.
3. With advice from the Audit Committee, ensuring the Company's annual report and accounts and half-yearly report are fair, balanced and understandable and provide the information necessary for shareholders to assess the Company's position and performance, business model and strategy.

4. Approval of dividend policy and the declaration or recommendation (subject to the approval of shareholders in general meeting) of any dividend to be paid by the Company.
5. Approval of any significant changes in accounting policies or practices.
6. Approval of Group Treasury policies.
7. Ensuring all price-sensitive public records and reports to regulators issued by the Company are fair, balanced and understandable.
8. With advice from the Audit Committee, considering whether it is appropriate to adopt the going concern basis of accounting in preparing the annual and half-year financial statements, and the Company's ability to continue to do so, and reporting accordingly.
9. With advice from the Audit Committee, assessing the prospects of the Company (and choosing the period over which to do so) and considering whether the Board can reasonably expect the Company to be able to continue in operation and meet its liabilities as they fall due over the period of their assessment and reporting accordingly in the annual report and accounts.
10. Approving the Company's slavery and human trafficking statement and any other statement required by law to be approved by the Board.

Audit, Risk and Internal Controls

1. Ensuring that the Group maintains in operation a sound system of internal control and risk management (including procedures for the detection of fraud and the prevention of bribery), to include procedures to identify, robustly assess and manage both principal and emerging risks. Overseeing the internal control framework, to include receiving regular reports and undertaking an annual review of the effectiveness of the Group's control and risk procedures and to determine the nature and extent of the principal risks the Group is willing to take to achieve its long-term strategic objectives.
2. Establishing formal and transparent policies and procedures to ensure the independence and effectiveness of the Group's internal and external audit functions and the integrity of the financial and narrative statements.
3. Overseeing the Audit Committee and ensuring that the committee as a whole and its members have the relevant competencies.

Contracts

1. Approving all investments and capital expenditure exceeding £25 million.
2. Approving any acquisition or disposal (whether in a single transaction or series of transactions) of private companies or businesses not within the City Code on Takeovers and Mergers, but involving consideration of over £25 million.
3. Approval of any new external credit facility in excess of £75 million.

4. Approval of any increase, or significant variation in the terms (other than arising from changes in interest rates) of the borrowing facilities available to the Company.
5. Approval of any new parent company guarantees exceeding £75 million.

Capital Structure

1. Review and approval of the Group financing plan. This will include a summary of the Group's projected financing and capital structure.
2. Major changes to the Group's corporate structure, management and control structure.
3. Any changes to the Company's listings or its status as a public limited company.

Communication

1. Approval of resolutions and corresponding documentation to be put before shareholders in general meeting.
2. Approval of any shareholder circulars and listing particulars.

Remuneration

1. Overseeing the Remuneration Committee, which is responsible for determining the policy for executive director remuneration and setting remuneration for the Chairman, executive directors and senior management.
2. Determining the remuneration of the non-executive directors in accordance with the Company's articles of association.
3. The introduction of new share schemes or new long-term incentive schemes or major changes to existing schemes which require shareholders' approval.

Delegation of Authority

1. Setting out in writing the division of responsibilities between the Chairman and the Group Chief Executive.
2. Changing the Terms of Reference of any Committee of the Board.

Corporate Governance Matters

1. Undertaking a formal and rigorous review annually of the collective effectiveness of the Board, its committees and individual directors, conducted through the Nomination Committee with oversight from the Chairman.
2. Determining the independence of non-executive directors.

Other Matters

1. Approval of any material changes to the rules of the Group's pension schemes.

2. Approval of any material litigation matters in excess of that delegated to the Group Chief Executive.
3. Formulation of Group risk strategy including the indemnification of directors and the Company Secretary.
4. Reviewing on a regular basis the Company's share register and noting in particular any changes in the holdings of the Company's major shareholders.
5. Receiving reports and recommendations from time to time on any matters that the Board considers significant to the Group.
6. Any other matter not falling within the powers and authority of the shareholders, the Group Chief Executive or delegated to a Committee of the Board.
7. Reviewing and updating as appropriate this schedule of matters reserved for Board decisions.