

Compass Group PLC (the *Company*)

Disclosure Committee Terms of Reference

Adopted by the Board on 14 July 2016

Constitution

1. The Board resolved on 11 July 2005 to establish a committee of the Board to be known as the Disclosure Committee (the *Committee*).
2. The Board has resolved to amend the Terms of Reference of the Committee. These Terms of Reference replace in their entirety those adopted on 11 July 2005.
3. The Company shall ensure that these Terms of Reference are made generally available by means of publication on the Company's website and by making them available from the Company on request.

Membership

4. The Committee shall be appointed by the Board from time to time and shall comprise at least two members. The members of the Committee shall be the Group Finance Director, the General Counsel and Company Secretary, the Group Financial Controller, the Director of Internal Audit, the Director of Strategy and Communications and the Head of Investor Relations, each for the time being.
5. The quorum necessary for the transaction of business shall be two members of which one shall be either the Group Finance Director or the General Counsel and Company Secretary. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.
6. The Committee Chairman shall be appointed from time to time by the Board and shall be either the Group Finance Director or the General Counsel and Company Secretary. In the absence of the Committee Chairman, and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting.
7. The Committee shall appoint the General Counsel and Company Secretary or his/her nominee to be the Secretary of the Committee.

Attendance at meetings

8. Only members of the Committee have the right to attend Committee meetings. Other individuals, however, such as the Chairman of the Board, Group Chief Executive, other directors and representatives from the finance function or external advisers may be invited to attend all or any part of any meeting as and when appropriate.
9. Notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee and any other person required to attend as soon as practicable before the time of the

meeting. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.

Frequency of meetings

10. Meetings of the Committee shall be summoned by the Secretary of the Committee at the request of any of its members.

11. The Committee shall meet as and when required in order to carry out its duties pursuant to these Terms of Reference. The Committee may hold meetings by telephone or using any other method of electronic communication.

Minutes

12. The Secretary shall minute the proceedings and resolutions of all Committee meetings, including recording the names of those present and in attendance. The reasons for any decision the Committee makes as to whether or not a disclosure obligation has been triggered shall also be minuted.

13. The Secretary shall promptly circulate the minutes of the meetings to all members of the Committee.

Authority

14. The Committee is authorised by the Board to undertake any activity within its terms of reference including to deal with all matters concerning:

- (a) inside information relating to the Company and the obligation of the Company to disclose such inside information via a Regulatory Information Service (*RIS*); and
- (b) any other public announcements of the Company (whether periodic, necessary or otherwise desirable),

pursuant to the Company's obligations under the Market Abuse Regulation and the Financial Conduct Authority's Listing Rules and Disclosure Guidance and Transparency Rules, or otherwise.

Duties

15. The duties of the Committee shall be to:

- (a) ensure that it is kept fully informed at all times about developments in respect of the Company's business and financial position that may constitute inside information;
- (b) continuously monitor whether changes in circumstances may give rise to a disclosure obligation;
- (c) assist and inform the decision of the Group Chief Executive (or, in his absence, the Group Finance Director) as to whether particular information is inside

information and, if so, the date and time at which that information first existed within the Company;

- (d) assist and inform the decision of the Group Chief Executive (or, in his absence, the Group Finance Director) whether inside information gives rise to an obligation to make an immediate announcement and, if so, the nature and timing of that announcement or whether it is permissible to delay the announcement;
- (e) when the disclosure of inside information is delayed to:
 - (i) maintain all required Company records;
 - (ii) monitor the conditions permitting delay; and
 - (iii) prepare any required notification to the Financial Conduct Authority of how the conditions for the delay were met;
- (f) when not otherwise approved by the Board, review the Company's Annual Report, preliminary and interim results, periodic trading updates, the Company Chairman's Annual General Meeting statement and all other announcements and material disseminated to shareholders and the market;
- (g) maintain a record of its meetings, the Company's disclosures and the matters considered for disclosure but not disclosed;
- (h) prepare and monitor leak announcements;
- (i) review, advise and make recommendations about how and when the Company should disclose inside information and to supervise the verification process of any announcements made;
- (j) to assess relevant and substantive market rumours or speculation concerning the Company and to make recommendations to the Group Chief Executive (or, in his absence, the Group Finance Director) as to what response, if any, should be made;
- (k) consider and give guidance as to whether any forward-looking or other statements in previous disclosures need to be updated in any respect by way of a further announcement;
- (l) monitor the report of the disclosures following publication and to recommend any necessary corrective action in the event of mis-reporting;
- (m) monitor analysts' expectations as to the Company's performance and recommending any necessary corrective action;
- (n) monitor the Company's performance against its own forecasts;
- (o) approve and keep under review the design, implementation and evaluation of the Company's disclosure controls and procedures;

- (p) monitor the Company's obligation, pursuant to the Market Abuse Regulation and the Financial Conduct Authority's Listing Rules and Disclosure Guidance and Transparency Rules, or otherwise, to ensure that it and persons acting on its behalf or on its account maintain "insider lists" of those persons working for them who have access to inside information relating directly or indirectly to the Company and to ensure that procedures are in place for notification of transactions by persons discharging managerial responsibilities and persons closely associated with them;
- (q) ensure that effective arrangements are in place to deny access to inside information to persons other than those who require it for the exercise of their functions in the Company or the Group;
- (r) ensure that procedures are in place for employees with access to inside information to acknowledge the legal and regulatory duties that apply to them and to be aware of the sanctions attaching to the misuse or improper circulation of such information and to recommend appropriate training for such employees in respect of the handling of such information;
- (s) periodically review the Company's Corporate Communications Code, Share Dealing Code and Market Soundings Policy and recommend changes to the Board; and
- (t) identify whether transactions fall within the class tests in the Listing Rules or are related party transactions.

16. In carrying out its duties the Committee shall give due consideration to all applicable laws and regulations, including the provisions of the UK Corporate Governance Code and the requirements of the Market Abuse Regulation, the Financial Conduct Authority's Listing Rules, the Disclosure Guidance and the Transparency Rules, or otherwise.

Other

17. The Committee is authorised by the Board to seek any information it requires from any employee of the Company and the Group and all employees are directed to co-operate with any request made by the Committee.

18. The Committee is authorised by the Board to obtain, at the Company's expense, external legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

19. The Committee shall consider any other topics, as determined by the Board, including a regular review of its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness.