Chair's letter

Governance and leadership

Ian Meakins
Chair

Dear Shareholder

On behalf of the Board, I present Compass Group PLC's annual Corporate Governance and Directors' Report for the financial year ended 30 September 2025. The report provides insights into how our governance framework supported our performance in the year.

During the year, the main governance focus of the Board has been on the introduction of the 2024 UK Corporate Governance Code (2024 Code), the triennial externally facilitated Board performance review and simplifying the operation of the Board and its Committees.

Board and committees

There were a number of changes to Board composition and directors' roles and responsibilities, which are described further in the Nomination Committee Report.

In the past, all of our non-executive directors have been members of the Board's principal committees. This year, we reviewed the operation of the committees with a view to further improving their effectiveness. As a result, we have reduced the number of committees on which each non-executive director serves with effect from 1 October 2025. More details of this, and other changes, are on pages 38 and 39 and 58 and 60.

Governance reforms

The 2024 Code was published in January 2024 and applies to Compass, for the most part, from 1 October 2025.

Provision 29 relating to the Company's risk management and internal control framework and the requirement for the Board to make a declaration of the effectiveness of the material controls will apply from 1 October 2026.

The Audit Committee and a sub-committee of the Committee have overseen preparations to comply with the 2024 Code, which are well advanced, and more detail is on page 54.

Board effectiveness

This year, an external independent performance review of the Board and its Committees was undertaken. Details are on page 60. The review concluded that the Board and its Committees are operating effectively, and I remain confident that our diverse Board possesses the right blend of skills and experience and continues to discharge its duties to a high standard.

Annual General Meeting 2026

Our AGM will be held on Thursday, 5 February 2026. **Please note that the venue has changed to 6 Alie Street, London E1 8QT and the meeting will start promptly at 10.30am.** Arrangements for the 2026 AGM can be found in the Notice of Meeting on our website: www.compass-group.com.

We look forward to seeing you at the AGM.

Ian Meakins
Chair of the Board

24 November 2025

Compliance with the UK Corporate Governance Code 2018

Compliance statement

It is the Board's view that for the financial year ended 30 September 2025, the Company was compliant with all the principles and provisions set out in the UK Corporate Governance Code 2018 (the Code). The Company's auditor, KPMG LLP, is required to review whether this statement reflects the Company's compliance with the provisions of the Code specified for its review by the Financial Conduct Authority's (FCA) UK Listing Rules and to report if it does not reflect such compliance. No such report has been made.

Our commitment to corporate governance

The Board is committed to the high standards of corporate governance set out in the Code. This Corporate Governance Report, which includes the Directors' Remuneration Report set out on pages 61 to 79, describes how the Board has applied the principles and complied with the provisions set out in the Code for the year under review. The Directors' Report also contains information required to be disclosed under the FCA's Listing Rules and Disclosure Guidance and Transparency Rules. To the extent necessary, certain information is incorporated into this Report by reference.

This Corporate Governance Report on pages 37 to 79 and the Other Statutory Disclosures section on pages 80 to 82, together with the Directors' Responsibilities Statement on page 83 and the Strategic Report on pages 1 to 35, which make up the Directors' Report, have been incorporated by reference. Further information about compliance with the Code can be found on the following pages:

- Board leadership and company purpose: pages 41 and 42
- Division of responsibilities: page 42
- Composition, succession and evaluation: pages 58 to 60
- Audit, risk management and internal control: pages 51 to 55
- Remuneration: pages 61 to 79

The Code can be found on the FRC's website: www.frc.org.uk

Board of Directors

Ian Meakins

Chair of the Board

Appointed: September 2020. Appointed Chair of the Board in December 2020.

Other appointments: Chair and a non-executive director of Unilever PLC*.

Past appointments: Served as non-executive chair of Rexel SA and as chief executive of Wolseley plc (now Ferguson plc), Travelex Holdings Ltd and Alliance Unichem plc (until its merger with Boots). Previously held positions at Diageo plc, Bain & Company and Procter & Gamble. Was a founding partner at Kalchas Group management consultants. Also served as a non-executive director of O2 plc, as SID at Centrica plc, and as non-executive chair of The Learning Network B.V.

Dominic Blakemore

Group Chief Executive Officer (CEO)

E G

Appointed: February 2012. Previously Group CFO, Group Chief Operating Officer, Europe, and Deputy Group CEO. Appointed Group CEO in January 2018.

Other appointments: Non-executive director of London Stock Exchange Group plc*. Vice-chair of the Council of University College London, and chair of the board of trustees of FareShare.

Past appointments: Served as a non-executive director of Shire plc, CFO of Iglo Foods Group Limited, and European finance and strategy director of Cadbury Plc. Previously held senior finance roles at Cadbury and was a director at PwC.

Petros Parras

Group Chief Financial Officer (CFO)

D E G T

Appointed: December 2023. Joined the Group in January 2020.

Other appointments: None.

Past appointments: Served as regional finance director for Europe and the Middle East from January 2020 to November 2023. Previously held senior finance, operational and strategic roles at Procter & Gamble, Reckitt Benckiser, and Coty in Europe and North America.

Palmer Brown

Group Chief Operating Officer (COO), North America

E G

Appointed: October 2021. Joined the Group in 2001. Appointed Group COO, North America in December 2023.

Other appointments: None.

Past appointments: Served as Group CFO from November 2021 to November 2023, having previously held the role of Group Chief Commercial Officer. Prior to that, held other senior finance, strategy and legal positions in the Group's North America business.

Anne-Françoise Nesmes

Senior Independent Director (SID)

A C N

Appointed: July 2018. Appointed Chair of the Audit Committee in February 2021. Appointed SID in July 2023.

Other appointments: Non-executive director of Sanofi* and Vodafone Group Plc*.

Past appointments: Served as CFO of Smith+Nephew plc, Merlin Entertainments PLC and Dechra Pharmaceuticals PLC. Previously held a number of senior finance roles during a 16-year tenure at GlaxoSmithKline.

Liat Ben-Zur

Designated Non-Executive Director for Workforce Engagement (DNED)

A C N

Appointed: July 2024. Appointed Designated Non-Executive Director for Workforce Engagement in October 2024.

Other appointments: Independent director of Talkspace, Inc.* and Splashtop Inc., and an adviser to the Board of Concord Music Group. Also advises start-ups and other companies through her own consultancy firm, LBZ Advisory.

Past appointments: Served as an independent member of the supervisory board of Umicore, a listed Belgian company, and held senior roles in Microsoft, Philips and Qualcomm.

* Listed company

Stefan Bomhard

Non-Executive Director

Appointed: May 2016. Stepped down from the Audit, Corporate Responsibility, Nomination and Remuneration Committees on 30 September 2025.

Other appointments: Executive Director Imperial Brands PLC* and non-executive director of Flutter Entertainment plc* and The Magnum Ice Cream Company B.V.

Past appointments: Served as CEO of Imperial Brands PLC and Inchcape plc and as president of Bacardi Limited's European region. Held senior positions at Cadbury Plc, Unilever PLC, Diageo plc, Burger King and Procter & Gamble.

John Bryant

Non-Executive Director

A N R

Appointed: September 2018. Appointed Chair of the Remuneration Committee in February 2023.

Other appointments: Non-executive director and chair of Flutter Entertainment plc*, and non-executive director of Coca-Cola Europacific Partners plc* and Ball Corporation*.

Past appointments: Served as executive chair and CEO of Kellogg. Before joining Kellogg in 1998, held strategic and operational roles in various companies worldwide. Also, a former non-executive director of Macy's Inc.

Juliana Chugg

Non-Executive Director

N R

Appointed: September 2024.

Other appointments: Non-executive director of V.F. Corporation*, Darden Restaurants, Inc.*, and Masterbrand, Inc.*.

Past appointments: Served as a non-executive director of Caesars Entertainment, Inc. and executive vice president and chief brand officer of Mattel. Previously, held several senior roles at General Mills in Australia and the USA.

Arlene Isaacs-Lowe

Non-Executive Director

A C N

Appointed: November 2021. Appointed Chair of the Corporate Responsibility Committee in February 2025.

Other appointments: Non-executive director of Equitable Holdings, Inc.* and Xenia Hotels & Resorts, Inc.*. Financial secretary of The Links Foundation, Incorporated, and a member of the advisory board of Howard University School of Business.

Past appointments: Served as global head of corporate social responsibility at Moody's Corporation. Joined Moody's Corporation in 1998, holding various senior leadership roles. Previously, CFO of Equinox Realty Advisors LLC, and portfolio manager with MetLife Realty Group, Inc. Former advisory board member of Agbanga Karite LLC.

Sundar Raman

Non-Executive Director

N R

Appointed: January 2022.

Other appointments: Global CEO of Procter & Gamble's Fabric and Home Care business.

Past appointments: President, Home Care and P&G Professional at Procter & Gamble (P&G). Since joining P&G in 1998 as a market analyst, he has held senior roles in business intelligence, marketing and innovation across a variety of product lines and market segments. Also served as chair of the American Cleaning Institute, and board member of the National Underground Railroad Freedom Center.

Leanne Wood

Non-Executive Director

N R

Appointed: May 2023.

Other appointments: Chief Human Resources Officer of Vodafone Group Plc*, and lead Vodafone non-executive director for Vodacom Group Limited*.

Past appointments: Served as non-executive director and chair of the Remuneration Committee of The Go-Ahead Group Plc. Prior to Vodafone, was chief people, strategy and corporate affairs officer for Burberry Plc, and worked at Diageo plc for 15 years, latterly as group HR director. Also held strategy and finance roles for Allied Domecq Plc, LEK Consulting and United Distillers.

* Listed company

Alison Yapp

Group General Counsel
and Company Secretary

A C N R D E G

Appointed: October 2018.

Other appointments: None.

Past appointments: Served as chief general counsel and company secretary of Amec Foster Wheeler plc, company secretary and general legal counsel of Hays plc and company secretary and group legal adviser of Charter plc. Previously held senior legal roles at Johnson Matthey plc, and was a corporate and commercial lawyer at Turner Kenneth Brown.

Board roles and Committee membership key

- A Audit Committee
- C Corporate Responsibility Committee
- D Disclosure Committee
- E Executive Committee
- G General Business Committee
- N Nomination Committee
- R Remuneration Committee
- T Treasury Management Committee

- Chair
- Senior Independent Director
- Designated Non-Executive Director for Workforce Engagement
- Secretary

Committee membership information is shown with effect from 1 October 2025.

Scheduled Board and Committee meeting attendance table[1]

	Board	Audit Committee	Corporate Responsibility Committee	Nomination Committee	Remuneration Committee
Ian Meakins	5/5	–	3/3	3/3	–
Dominic Blakemore	5/5	–	3/3	–	–
Petros Parras	5/5	–	3/3	–	–
Palmer Brown	5/5	–	3/3	–	–
Anne-Françoise Nesmes	5/5	3/3	3/3	3/3	3/3
Liat Ben-Zur	5/5	3/3	3/3	3/3	3/3
Stefan Bomhard[2]	5/5	2/3	3/3	2/3	3/3
John Bryant	5/5	3/3	3/3	3/3	3/3
Juliana Chugg	5/5	3/3	3/3	3/3	3/3
Arlene Isaacs-Lowe	5/5	3/3	3/3	3/3	3/3
Sundar Raman	5/5	3/3	3/3	3/3	3/3
Nelson Silva[3]	1/1	1/1	1/1	1/1	1/1
Ireena Vittal[3]	0/1	0/1	0/1	0/1	0/1
Leanne Wood	5/5	3/3	3/3	3/3	3/3

1. In addition to the above, a number of unscheduled Board and committee meetings were held to deal with important out-of-schedule business.
2. Unable to attend due to the timing of Imperial Brands PLC financial results.
3. Retired from the Board at the conclusion of the AGM on 6 February 2025. Ireena Vittal was unable to attend scheduled Board and Committee meetings in November 2024 for personal reasons.

Directors' diversity of skills and experience

	CEO experience	Finance	Strategy and M&A	Remuneration	Health and safety	HR/people	Operations	Sales and marketing	Consumer goods and retail	Food and beverage	Art, culture and charity	Sustainability	Technology/ cyber-security
Ian Meakins	●		●		●		●	●	●	●			
Dominic Blakemore	●	●	●		●		●	●	●	●	●		
Petros Parras		●	●		●		●	●	●	●		●	●
Palmer Brown		●	●		●		●	●	●	●		●	
Anne-Françoise Nesmes		●	●		●				●	●			
Liat Ben-Zur	●		●			●	●	●					●
Stefan Bomhard	●		●		●		●	●	●	●			
John Bryant	●	●	●	●	●		●	●	●	●			●
Juliana Chugg			●	●	●	●		●	●	●			
Arlene Isaacs-Lowe		●	●			●		●			●	●	
Sundar Raman	●		●				●	●	●				
Leanne Wood			●	●	●	●	●		●	●	●		

Board tenure

Board balance

Governance framework

The Board	Membership of the Board comprises the Chair, the executive directors and the independent non-executive directors. Their biographies are on pages 38 and 39. The Board has a formal schedule of matters reserved for its decision which were reviewed during the year. The Board sets the Group's purpose, values, strategies and objectives to create and preserve long-term value for shareholders and to contribute to wider society. It is supported by the four principal committees below which are responsible for the matters delegated to them by the Board. The matters reserved to the Board and the terms of reference of the Committees are on our website: www.compass-group.com.
Audit Committee	Oversight of the Group's financial reporting and the effectiveness of the internal and external audit functions.
Corporate Responsibility Committee	Oversight of the Group's corporate responsibility, health, safety and sustainability, ethics and integrity, people and other stakeholder engagement strategies.
Nomination Committee	Ensures the Board and the Executive Committee have the necessary balance of skills, experience and diversity to oversee and deliver the Group's strategy.
Remuneration Committee	Determines the reward strategy for executive directors and senior management in the context of the wider workforce and ensures reward is aligned with shareholders' interests.

A number of management committees have also been established. They consider various matters for recommendation to the Board and its principal committees, or deal with day-to-day matters within the authority delegated by the Board. The Executive Committee, led by the Group CEO, handles daily operational management and strategy implementation. Biographies of Executive Committee members can be found on our website: www.compass-group.com. The General Business Committee manages administrative matters within Board-defined limits. The Treasury Management Committee oversees implementation of treasury policies approved by the Board. The Disclosure Committee oversees disclosure of market-sensitive information and other public announcements (as necessary).

Responsibilities of the Board

Leadership

The Board leads the Group's governance structure and stewardship, safeguards long-term sustainable success and creates value for shareholders and other stakeholders. The Board sets the tone from the top by demonstrating leadership.

Purpose, values and culture

Compass' caring, winning culture is key to its success. It is built on ethical values and strong governance, supporting long-term value and sustainable growth. The Board defines the Company's purpose and values and these are detailed in the Code of Business Conduct (CBC). The Group CEO and Executive Committee (whose membership comprises the Group CEO, Group CFO, Group COO, North America, Group General Counsel and Company Secretary, Group Chief People Officer, Group Chief Commercial Officer, and the Regional CEOs) actively promote ethical standards and good governance supported by the key functions which help ensure high standards of ethical behaviour and corporate governance are embedded across the Group. The Board and its Committees monitor alignment with Compass' purpose, values and strategy through various mechanisms, cultural indicators and reporting lines, including those summarised below.

Cultural indicators

Health and safety

- Total Recordable Injury Frequency Rate (TRIFR)
- Food Safety Incident Rate (FSIR)
- safety walks and outcomes

People

- results of the global employee engagement survey and pulse surveys
- gender pay gap disclosures
- diversity and inclusion statistics
- retention rates

Ethics and integrity

- adherence to the CBC and the Business Integrity Policy
- annual confirmation of compliance and pledge in respect of compliance with the CBC by senior managers
- SpeakUp, We're Listening statistics and trends

Clients and suppliers

- client retention rates
- adherence to the Global Supply Chain Integrity Standards
- adherence to the Supplier Code of Business Conduct
- supplier audits

Sustainability

- greenhouse gas emissions
- food waste reduction
- number of sites deploying food waste technology/frequency of use
- sustainable sourcing
- adherence to global Deforestation-Free Sourcing Policy

Workforce engagement

The Designated Non-Executive Director for Workforce Engagement (DNED) provides a communication channel between the workforce and the Board to ensure the employee voice is represented in the boardroom, and holds meetings with a diverse set of employees representing different sectors, countries and cultures. See page 43.

Governance and risk

The Board is responsible for oversight of risk management and setting risk appetite. A robust governance and risk management framework ensures that each business is operated and managed appropriately, and that prudent and effective controls are in place to identify new and emerging risks and to mitigate and manage the principal risks. See pages 20 to 24.

Group strategy

The Board's approval and oversight of strategy implementation are crucial for the Group's long-term sustainable success. The Board sets and monitors strategic aims over the short, medium and long term. Food service remains central to Compass' strategy, with significant growth opportunities in the global market. To capture these opportunities, Compass creates innovative, bespoke offerings for clients and consumers. More details of Compass' business model and strategy are on pages 1 to 35.

Engagement with stakeholders

The Board ensures the Company operates in the best interests of its shareholders as a whole and considers other stakeholders, the environment, the Company's reputation and the need to act fairly between its members. Details of stakeholder engagement and the Board's oversight of stakeholder engagement are on pages 46 to 50. The section 172 statement is on page 45.

Roles in the boardroom

The Board comprises executive and non-executive directors. This ensures that no individual or small group of individuals dominates decision making. All non-executive directors, except the Chair of the Board, are considered independent. The Chair was considered to be independent on appointment. The roles and responsibilities of Board members are detailed on the Company's website and demonstrate a clear division between the roles and responsibilities of the Board and executive management. Role descriptions for the Chair of the Board, Group CEO and SID are reviewed by the Board and are updated as necessary to align with legislation and best practice. They were reviewed in the year. Copies are available on our website: www.compass-group.com.

Board activities 2024-2025

	November	March	May	July	September
Purpose, strategy and implementation					
Group CEO's review, including a business update covering financial performance, health and safety performance, ESG, people and cultural indicators, initiatives and performance	●	●	●	●	●
Group CFO's report, including Group financial performance, results and outlook, finance, treasury, tax, cyber-security arrangements and technology developments	●	●	●	●	●
Group COO, North America's report, including an update on the North America business covering financial performance, health and safety performance, ESG, people and cultural indicators, initiatives and performance	●	●	●	●	●
M&A and disposals, contract approvals and other capex	●	●	●	●	●
Strategy review including Group, regional and sector/forum updates, post-investment reviews, and budget and three-year plan	●	●	●		●
Information systems and technology, and cyber-security	●		●		
Stakeholder engagement and shareholder analysis					●
Risks					
Formal biannual major risk assessment process			●		●
Governance					
Review of full-year results announcement including going concern and viability statements, final dividend and share buybacks	●				
Review of half-year results and interim dividend			●		
Trading update				●	
Review of 2025 AGM Notice of Meeting	●				
Approval of corporate governance documentation	●	●	●	●	●
Approval of any Board appointments/re-appointments/changes to directors' roles and responsibilities		●			●
Review and approval of Board and Committee minutes	●	●	●	●	●
Effectiveness					
Annual Board performance review process/outturn				●	●
Annual and ad-hoc reviews of directors' conflicts of interest				●	
Non-executive director fee review					●

Board oversight of People, Performance and Purpose

At every meeting throughout the year, the Board was briefed in the Group CEO's report on the Group's three strategic pillars: People, Performance and Purpose. Each update delivered insights into key aspects of the three pillars. Examples of how the Board directly, or through the work of its principal committees, has oversight of the following matters are on the pages that follow: Group strategy; financial performance; sustainability commitments; caring, winning culture; talent retention; development and succession planning; and the views of employees, shareholders and other stakeholders.

People

People are Compass' greatest asset. During the year, the Board and the Nomination Committee continued their focus on developing the Board's blend of skills and experience. The Board also continued its employee engagement efforts through a variety of means including site visits and roundtable meetings held by the Designated Non-Executive Director for Workforce Engagement (DNED).

Site visits

Each year, the Board holds at least one of its meetings outside the UK. These visits allow directors to meet colleagues informally, aiding succession planning. They provide opportunities to assess local management and understand the day-to-day operations, gather insights and listen to local management's views. The visits include an overview of the country's macroeconomic environment, social and political systems and competitive landscape, together with a detailed review of the country's safety and financial performance, market, strategy and opportunities. In March, the Board visited the US.

During the year, Non-Executive Directors, Liat Ben-Zur, Leanne Wood and Juliana Chugg took the opportunity to visit a Canteen site in Charlotte, US. In addition, Arlene Isaacs-Lowe visited the Group's Japanese business in Tokyo and met with its CEO and CFO.

These visits were valued by colleagues who appreciated the opportunity to engage directly with Board members, share their perspectives, and highlight local achievements and challenges.

Designated Non-Executive Director for Workforce Engagement

The role of the DNED is to provide an effective communication channel between the Group's workforce and the Board to ensure that the employee voice is represented in the boardroom.

During the year, Liat Ben-Zur, DNED, held six roundtable meetings with employees from a variety of sectors, businesses and geographies across the Group as part of a structured programme of engagement designed and supported by the Group CPO. These roundtables provided the DNED with opportunities to hear directly from employees about matters of interest to them in an open environment, which in turn enabled the Board to better understand the views of our people. Colleagues who participated in the roundtables valued the opportunity to engage with a representative of the Board, hear from other colleagues, and create new ways to collaborate.

The main themes discussed in the roundtables included: the acceleration of AI, technology and digital solutions to support Compass' continued growth at scale; the challenges of balancing the long-term strategy with short-term cycles; preserving Compass' caring, winning culture as the organisation continues to grow and evolve; continued focus on talent management and ongoing interest in, and support for, development programmes.

The feedback from these roundtables as well as the output from the Group's wider engagement activities were reported to the Corporate Responsibility Committee. These engagement activities enabled the Board to understand the issues that matter most to employees, and provided invaluable insights which helped inform the Board's discussions and decision making during the year.

DNED roundtables in 2025

March Group 1:

- **USA** Finance
- **USA** Healthcare
- **USA** Foodbuy
- **USA** Technology

March Group 2:

- **USA** People
- **USA** Business & Industry
- **USA** Healthcare
- **USA** Higher Education

June Group 3:

- **Europe & Middle East** Procurement
- **Spain** Sales & Retention
- **France** Finance
- **Northern Europe** Finance

June Group 4:

- **APAC** Commercial
- **Group** Sales Excellence
- **Middle East** Health & Safety
- **Group** People

July Group 5:

- **UK** Education
- **UK** Defence, Offshore & Remote
- **UK** Compass One
- **UK** Sports & Leisure

September Group 6:

- **UK&I** Foodbuy
- **UK&I** Foodbuy
- **UK&I** Foodbuy
- **UK&I** Foodbuy

The flags and icons above indicate the regions, countries and functions represented by employee attendees.

Performance

Throughout the year, the Board monitored the Group's performance against its strategic priorities. The Board received regular reports from the Group CEO, Group CFO, and Group COO, North America, presentations from the Group's Regional CEOs on regional performance, and updates from key functional heads on matters that could impact the Group's financial or operational performance.

At each meeting, the Board receives a report from the Group CEO on progress against strategy and from the Group CFO setting out the financial performance of the regions and the Group in the latest period and for the year to date. The Board considers the key financial performance metrics, including revenue, organic revenue growth, operating profit and margin, operating cash flow and cash flow conversion, and regularly reviews the financial outlook of the Group. The Group CFO's report also provides updates on tax, treasury and insurance matters. Additionally, the Group COO, North America, regularly updates the Board on performance and developments in North America. The Board also receives annual business updates from the regional management teams as part of the regional strategy reviews.

Twice a year, the Board reviews the major financial and non-financial risks facing the Group's businesses, including new and emerging risks. The Board agrees the Group's principal risks at the full and half-year. It considers the identification of risks and opportunities, the development of action plans to manage the risks and maximise opportunities, and monitors progress against agreed Key Performance Indicators. The Board has also established processes for identifying emerging risks and horizon scanning for medium- to long-term risks. The Group's principal risks, and how these are managed, are described on pages 20 to 24.

The Board also reviewed the Group's preliminary budget for the financial year ending 30 September 2026 and the three-year plan for 2026-2028. The budget and the three-year plan were both approved in September 2025.

At every meeting throughout the year, the Board received an update in the Group CFO's report on cyber-security arrangements. These focused on key aspects of the cyber-security framework, including IT controls, security operations, network protection, and employee awareness and training in relation to phishing and other threats. In May, the Board received an update on the cyber framework which had been deployed consistently across the Group with a focus on operational evidence of compliance with the framework.

The Board takes cyber-security seriously and, in the year, it received a presentation from one of the Group's external cyber-security providers on the cyber-security challenges currently faced by companies. This included how threat actors employ AI to penetrate networks and the risks of social engineering tactics. The presentation also considered how AI can be utilised by companies to combat AI threats, together with other non-technological defence mechanisms such as culture, mindset, skill sets, organisational structure and processes. This context helped the Board to consider the maturity of Compass' cyber-security arrangements. The Group Chief Information Officer also provided an update on Compass' AI framework and the guardrails in place around the use of AI by employees.

The Board recognises the strategic importance of data, digital and technology solutions to the future growth ambitions of the Group. The Board received an update from the Chief Solutions Officer on the evolution of the organisational structure to create a Solutions function, distinct from infrastructure services and cyber security. She also presented the revised Solutions framework, which had evolved to integrate the Digital, Data and AI teams in order to accelerate value delivery and help support Compass' net new growth ambition. The framework comprises two streams, namely, solutions and technology, with the intention of further improving alignment with Group's business strategy. The Board also received a presentation on how AI tools are already enhancing the efficiency and effectiveness of growth teams across the business.

As part of the Group's ongoing M&A activities, the Board considered potential M&A opportunities, including the strategic rationale for the acquisition of Vermaat Groep B.V. The Board approved the transaction, concluding it was in line with the Group's strategy and capital allocation model and would further strengthen the Group's capabilities. More details are on page 50.

Purpose

The Board recognises that the Group's Purpose is central to its strategy, and is committed to shaping a fairer, more sustainable future. The Board also recognises that as a global food services leader, the Group has an opportunity to accelerate climate action, foster ethical supply chains, and promote wellbeing across communities.

The Board maintains oversight of the Group's Purpose primarily through the Corporate Responsibility Committee and details of the Committee's work during the year are on pages 56 and 57. The Board is also kept informed through the Group CEO's report which contains a high-level summary of Purpose matters including health and safety performance.

Safety updates in the Purpose summary focus on the Group's two health and safety performance metrics, including year-to-date performance and performance for the period. The performance outcomes for FY2025 are on page 16. Updates on food waste, responsible sourcing and supply-chain integrity matters also feature regularly. The Board is updated on wider ESG matters through the work of the Corporate Responsibility Committee.

The Board recognises the importance of sustainability to shareholders and wider stakeholders and, at the Company's AGM in February 2025, shareholders raised a number of questions relating to sustainability topics including food waste and the redistribution of surplus food.

More details on these matters can be found in the Purpose section on pages 18 and 19 and in the TCFD report on pages 26 to 34.

The Company's 2025 Sustainability Report will be published in 2026 on our website: www.compass-group.com.

During the year, the Board considered and approved the Company's Modern Slavery Act (MSA) statement, which provides an update on the progress made in the year to further develop Compass' approach to mitigating the risks of modern slavery in the Group's businesses and their supply chains. The 2024 MSA statement is on our website: www.compass-group.com.

Compass' 2025 MSA statement will be published in December 2025.

Section 172 and stakeholder engagement

Section 172 of the Companies Act 2006 requires the directors to promote the success of the Company for the benefit of its members as a whole while having regard to the interests of the Group's other stakeholders and the likely consequences of any decision in the long term. The directors understand the importance of taking into account the impact of the Company's activities on local communities, the environment, and the Group's reputation.

The table below sets out the areas of this Report which demonstrate how the directors have had regard to their section 172 responsibilities.

Section 172 disclosure	Page
(a) the likely consequences of any decision in the long term	
Strategic Report	1 to 35
Consideration of stakeholder interests	50
(b) the interests of the company's employees	
Chief Executive's review	6
Business model	2 and 3
Stakeholder engagement	43, 45 to 49
People and culture	16 and 17
Consideration of stakeholder interests	50
Remuneration Committee Report	61 to 79
Engagement, ethics and integrity	16, 53 and 56
(c) the need to foster the company's business relationships with suppliers, customers and others	
Strategic Report	1 to 35
Stakeholder engagement	45 to 49
Consideration of stakeholder interests	50
(d) the impact of the company's operations on the community and the environment	
Strategic Report	1 to 35
Stakeholder engagement	45 to 49
TCFD disclosures	26 to 34
Consideration of stakeholder interests	50
Purpose	18 and 19
(e) the desirability of the company maintaining a reputation for high standards of business conduct	
Risk management	20 to 24
Consideration of stakeholder interests	50
Audit Committee Report	51 to 55
Engagement, ethics and integrity	16, 53 and 56
Food safety and occupational safety	16, 21, 56 and 70
Corporate Responsibility Report	56 and 57
(f) the need to act fairly as between members of the company	
Strategic Report	1 to 35
Stakeholder engagement	43, 45 to 49, 65 and 81
Consideration of stakeholder interests	50
Remuneration Committee Report	61 to 79

The above statement on section 172 of the Companies Act 2006 is incorporated by reference into the Strategic Report on pages 1 to 35.

Stakeholder engagement

Compass is a geographically and culturally diverse business with operations in over 25 countries. As a result, it has a global and diverse community of stakeholders, each with their own interests in, and expectations of, the Company.

As described in the Strategic Report, we have a decentralised structure enabling the development of strategies on a country-by-country and sector-by-sector basis, for which country management are responsible and accountable. The Board's role is therefore to provide a framework that gives the Group's businesses the freedom and flexibility to make decisions, pursue opportunities, and manage risks.

Responsibility for the day-to-day operational management and implementation of Group strategy has been delegated to the Executive Committee, led by the Group CEO.

To enable the effective day-to-day running of the Group's businesses, the country managing directors and local leadership teams are responsible for local strategy, execution and compliance, in alignment with our values, governance and standards. Depending on the region, an additional layer of regional and functional leadership may be present. As a result, stakeholder engagement primarily takes place at a local operational level, and the Board relies on local management to keep it informed of the impact of the Group's operations on its stakeholders.

During the year, the Board and the Corporate Responsibility Committee considered information from across the Group's businesses and received presentations from management. This enabled the Board to consider the likely consequences of decisions over the long term and, where relevant, the impact on stakeholders and the environment. Examples of decisions made during the year, and the stakeholders impacted, are on page 50.

A summary and examples of how Compass engages with its stakeholders, and how the Board is involved and kept informed of stakeholder engagement, follow.

Clients

Why we engage	Areas of focus	Engagement in the year	How the Board has oversight	Outcomes and actions
We engage with clients to deepen our understanding of their evolving needs, drive mutual innovation, and ensure our services are aligned with their business priorities.	– clean, safe, and welcoming environments – digital and AI-enabled service experiences – local community representation – high-quality, cost-effective food and support services – enhancing client employee engagement	– conducted global client satisfaction research and feedback loops – co-created bespoke ESG and wellness strategies by sector – delivered joint innovation forums and events (e.g. Stop Food Waste Day, Chef Appreciation Week, and AI in food service roundtables) – created digital dashboards for real-time service tracking	The Board receives updates through Group and regional CEO reports, and gains insight from additional inputs from client satisfaction metrics, Net Promoter Score data, and feedback collected via formal reviews and annual strategy sessions. These insights help inform business priorities and investment decisions.	By aligning closely with client priorities, we've strengthened partnerships, secured multi-year contract renewals, and increased cross-sector wins, particularly where sustainability and innovation are key differentiators. Tailored client solutions continue to be a growth driver and retention enabler.

Communities

Why we engage	Areas of focus	Engagement in the year	How the Board has oversight	Outcomes and actions
We engage with the communities in which we operate to build trust, create inclusive opportunities, and strengthen local economies. Our efforts focus on supporting access to employment, nutrition, and local sourcing that reflect the unique needs of each community.	– fair employment and skills development – support for local causes and social equity – partnering with small and diverse suppliers, including local farms – food access, food recovery, and education – women, veterans, and underrepresented groups – The Compass Group Foundation and philanthropic partnerships – creating a positive social impact	– our US business expanded its Grow With Us programme to support small farms through long-term procurement and capacity-building – supported community-led causes through grants, employee volunteering, and in-kind contributions – continued collaborations with transformative organisations to help create meaningful social change – engaged locally through food recovery efforts, job training programmes, and educational initiatives	Community engagement efforts are reported to the Board through the Corporate Responsibility Committee. Updates come via the Group Chief Commercial Officer (CCO) and Group Sustainability team, as well as regional leaders who present specific community initiatives and impact stories throughout the year.	Our community programmes have helped advance inclusive hiring, strengthen regional food systems, and support local suppliers. Through our US business' Grow With Us programme, Compass has deepened relationships with small farms and enhanced sourcing diversity. Grants and partnerships have helped create employment pathways and promote food equity, reinforcing our commitment to long-term, community-rooted impact.

Consumers

Why we engage	Areas of focus	Engagement in the year	How the Board has oversight	Outcomes and actions
We engage to understand how consumer trends evolve, so we can deliver delicious, high-quality food experiences that are convenient, technology-enabled, and represent good value.	– flavoursome food created by chefs to meet consumer demand – convenient ordering, fast service, and flexible access (grab-and-go, mobile, kiosks) – digital solutions that streamline the experience and improve speed – menu variety, personalisation, and transparency – value-driven choices that don't compromise on quality	– conducted consumer research to guide menu innovation and service enhancements – expanded mobile ordering and self-checkout to reduce wait times and improve frictionless experience – rolled out chef-led demos, pop-ups, and seasonal features to elevate the culinary experience – introduced personalisation tools to enhance decision making – captured real-time feedback through front-line engagement and digital channels	Consumer insights, satisfaction scores, participation metrics, and feedback on digital and culinary initiatives are regularly shared with the Board through regional and Group CEO updates. These inform strategy across food innovation, digital investment, and operational design.	This year, our ability to blend authentic food experiences with modern convenience drove increased engagement, repeat visits, and strong satisfaction results. Continued investment in both culinary creativity and user-friendly technology has strengthened consumer loyalty and brand perception.

Government & regulators

Why we engage	Areas of focus	Engagement in the year	How the Board has oversight	Outcomes and actions
Ongoing engagement with governments and regulators is carried out with those who are responsible for implementing policy, laws and regulations relevant to our business.	– consumer health and public health policies – food safety – workplace health and safety – human rights – climate change – legal and regulatory compliance – public sector procurement – government buying standards for food and catering services – school meals – social value – skills and employment	– our UK&I business engaged with multiple UK Government departments, including the Cabinet Office and DEFRA. Topics included the national food strategy and public sector food procurement – the UK&I CEO's continued membership of the UK Government's Food and Drink Sector Council – the UK&I business has responded to UK Government consultations on the Employment Rights Bill and Procurement Act	The Group General Counsel and Company Secretary, Head of Group Tax, and other subject matter experts regularly update the Board and its committees on regulatory developments affecting the Group and its businesses. The Board receives updates from the regional CEOs and country managing directors on relevant developments in their businesses.	Ongoing engagement with governments and participation in relevant consultations.

Non-governmental organisations

Why we engage	Areas of focus	Engagement in the year	How the Board has oversight	Outcomes and actions
We engage with non-governmental organisations (NGOs) on targeted issues where their subject matter expertise complements our internal capabilities. These interactions help us stay informed on stakeholder expectations and global best practices, particularly in areas related to sustainability, social responsibility, and regulatory developments.	– environmental challenges (e.g. food waste, climate change, deforestation) – ethical sourcing and human rights – animal welfare – public health and food systems – social equity and advocacy	– participated in roundtables and issue-specific workstreams led by NGOs and coalitions – contributed to collaborative initiatives on food waste reduction and ethical sourcing – supported select NGO campaigns aligned with our priorities, such as WRAP's Food Waste Action Week – engaged in knowledge-sharing on evolving risks and voluntary reporting frameworks	The Board is kept informed through the Corporate Responsibility Committee, which receives periodic updates from the Group CCO, Group Sustainability team, and the Director of Employment, Equity & Social Impact. These updates include relevant insights from NGO engagement and their potential implications for business strategy and reputation.	Insights from NGOs have helped validate and refine Compass' approach in certain areas such as responsible sourcing, food system resilience, and human rights due diligence. These engagements inform our thinking, while final action plans are shaped by our operational goals, stakeholder expectations, and internal governance.

People

Why we engage	Areas of focus	Engagement in the year	How the Board has oversight	Outcomes and actions
The ambitious growth strategy of the business depends upon the people who deliver fantastic service to our clients and consumers every day. Understanding what is important to them helps the businesses improve performance and support colleagues to be themselves regardless of background.	– attraction and retention of talent – career opportunities and development – health and wellbeing – building a caring, winning culture – executive remuneration	– engagement surveys – roundtables – sector/functional forums – Group executive, regional and local management townhall meetings/ presentations – SpeakUp, We're Listening reports – internal social media channels – consultative bodies	The Board receives regular updates from the Group Chief People Officer (CPO) through the Corporate Responsibility Committee on people matters and initiatives. The Designated Non-Executive Director for Workforce Engagement (DNED) engages directly with colleagues from across the Group to understand their views and to hear directly from employees about the issues most relevant to them. The DNED reports feedback from these sessions to the Board.	Engagement with colleagues highlighted the importance of preserving Compass' caring, winning culture as the organisation continues to grow, and of providing meaningful learning and development opportunities to our people. Wellbeing is recognised as important, and through sector and functional teams the businesses identify focus areas and share best practices.

Shareholders

Why we engage	Areas of focus	Engagement in the year	How the Board has oversight	Outcomes and actions
Our philosophy is to engage in regular, open and transparent dialogue with existing and prospective shareholders. Their views and opinions are shared with and valued by the Board, which reviews the feedback and, where appropriate, takes action to address any concerns.	– financial performance – competitive positioning – strategy and outlook – ethical business practices and sound governance – leadership and succession planning – debt and liquidity – sustainability and ESG – executive remuneration	– the Group CEO, Group CFO, other senior managers and the IR team meet regularly with institutional investors – one-to-one and group meetings, webcasts, presentations and conference calls – half- and full-year meetings with representatives from institutional investors – engagement between investors and the Chair of the Remuneration Committee – communications/ meetings with major institutional investors ahead of AGM – 2024 Annual Report – 2025 AGM – regulatory announcements	The Chair of the Board ensures dialogue is maintained and Committee Chairs are available to engage on their areas of responsibility. Non-executive directors also develop a view of investor sentiment through updates from IR, the Group Reward Director, and the Group General Counsel and Company Secretary, who acts as a focal point for shareholders throughout the year. Our AGM also provides a valuable opportunity for directors to engage directly with shareholders.	The Board considered investor views on shareholder returns when considering the dividends and share buybacks during the year. The Group General Counsel and Company Secretary together with other senior executives engage extensively with shareholders, proxy advisers and voting agencies in response to questions, and review their reports in advance of the Company's AGM.

Suppliers

Why we engage	Areas of focus	Engagement in the year	How the Board has oversight	Outcomes and actions
We engage with our suppliers to build a resilient, ethical, and future-proofed supply chain that supports product quality, innovation, wellness, and responsible business practices across all markets.	– supply chain integrity and transparency – allergen control and nutritional data – tariff and trade impact mitigation – cost and inflation management – wellness, sustainability, and menu innovation – labour rights, ethics, and compliance – modern slavery risk mitigation – health, safety, and traceability	– held supplier summits and roundtables to address sourcing challenges, tariffs, and category prospects – strengthened allergen protocols in partnership with key suppliers – collaborated on packaging reduction, emissions tracking, and wellness-promoting product innovation – conducted third-party audits, compliance checks, and supplier performance reviews	The Corporate Responsibility Committee receives regular reports from the Group CCO, Group CPO, Head of Ethics and Integrity, and Group Sustainability team. Updates cover supply chain risks, including tariff implications, modern slavery mitigation, sustainability progress, and allergen management protocols.	Through close supplier collaboration, we improved operational agility, product consistency, and cost predictability. Enhanced allergen safeguards and wellness product innovation supported consumer trust. Strategic planning around tariffs and trade volatility helped maintain pricing stability and secure supply in key categories. Our partnerships continue to strengthen transparency, performance, and long-term value.

Consideration of stakeholder interests during the year

The examples below give insights into how the Board had regard for the interests of stakeholders in its decision-making processes during the year.

Key decisions

Shareholder returns

The Board recognises the importance of shareholder returns and, during the year, rewarded shareholders by recommending an increased final dividend of US 39.1 cents (31.42 pence) per share for the financial year ended 30 September 2024, and approving an increased interim dividend of US 22.6 cents (16.7 pence) per share for the financial year ended 30 September 2025.

In its deliberations, the Board considered the Group's growth prospects and its strong financial performance in the 2024 financial year and the first half of 2025, including its cash position and distributable reserves, together with its stated dividend policy and capital allocation model, as set out on pages 3, 12 and 13. Having considered shareholders' views as part of its deliberations, the Board concluded that approval of the dividends was in the best interests of the Company and its shareholders as a whole.

The Board also considered and approved the proposed resolutions to be put to shareholders at the 2025 AGM, which included the payment of the final dividend for the year ended 30 September 2024 together with the renewal of the approval of the Company's authority to purchase its own shares. Each of the proposed resolutions was approved by shareholders.

Stakeholders impacted:

Shareholders **People**

Bond issuance

During the year, approval was sought from the Board to issue term debt to refinance maturing debt and maintain the Group's liquidity headroom.

In its deliberations, the Board considered the liquidity projections, the maturity profiles of existing term debt, the status of M&A activity, timing considerations and pricing options.

The Board approved the proposal to issue term debt. €700 million of term debt was subsequently issued in June 2025 with the proceeds used by the Company for its general corporate purposes, including refinancing debt.

Stakeholders impacted:

Shareholders

Acquisition

Vermaat Groep B.V.

The Board considered a proposal to acquire Vermaat Groep B.V. (Vermaat) a leading premium food services business in Europe, offering tailored on-site food concepts, delivered-in solutions and strong consumer-focused retail expertise.

The Board evaluated the strategic rationale for the acquisition, including potential synergies and projected financial returns, and determined that the acquisition would increase capabilities and scale, and further promote sustainable growth in Europe. The Board noted that the acquisition would enhance the Group's footprint in the Netherlands. Vermaat also has a growing presence in Germany and France, which are among Compass Group's top 10 markets.

It was concluded that the additional capability would enable the Group to better capitalise on existing opportunities and continue to expand in Europe.

The Board approved the acquisition, concluding that it was in line with the Group's strategy and capital allocation model and would further accelerate growth and enhance shareholder returns.

The transaction was subject to consultation with the Vermaat Works Council (which has approved the transaction). At the date of this Report, the transaction remains subject to regulatory approval.

Stakeholders impacted:

Shareholders **Suppliers** **Clients**

Consumers **People** **Government & regulators**

Communities

Audit Committee Report

Governance

Anne-Françoise Nesmes has been the Chair of the Audit Committee (the Committee) since February 2021. She is a chartered management accountant and is considered by the Board to have recent and relevant financial experience and to be competent in auditing and accounting.

Committee membership in the year comprised all of the non-executive directors, excluding the Chair of the Board. Committee members are appointed by the Board on the Nomination Committee's recommendation. Committee members have appropriate financial and commercial experience in multinational and/or complex organisations, combined with a sound understanding of the Company's business, and are therefore considered by the Board to be competent in the Company's sector. Their biographies are on pages 38 and 39. The Board considers all Committee members to be independent in accordance with the UK Corporate Governance Code 2018 (the Code) and capable of assessing the work of management, the assurances provided by the Group Internal Audit (GIA) function and the external auditor, and the effectiveness of the risk management and internal control systems.

The Committee held three scheduled meetings during the year. The attendance table is on page 40. The Committee Chair engages regularly with key individuals involved with the Company's governance and maintains regular contact with the external Senior Statutory Audit Partner. The Committee Chair attends the AGM either virtually or in person, to respond to questions on the Committee's activities.

Only members have the right to attend Committee meetings. Typically, the Group Chief Financial Officer (CFO), Group Financial Controller, Head of Group Tax and Group Director of Risk and Internal Audit, together with the external auditor, attend Committee meetings. The Chair of the Board and Group Chief Executive Officer (CEO) may also be invited to attend. The Group General Counsel and Company Secretary, who acts as Secretary to the Committee, attends all meetings. Other members of senior management are invited to attend meetings to present reports that are needed for the Committee to discharge its duties. The Committee holds regular private discussions with its members and meets separately with the external auditor and the Group Director of Risk and Internal Audit without executive management and other invitees present. The Committee Chair also meets separately with the Group Financial Controller and Heads of Group Tax and Group Treasury.

The Committee is responsible for the oversight of the Group's financial reporting and the effectiveness of the internal and external audit functions. The Committee's main responsibilities are more fully described in its terms of reference, which were reviewed during the year, and are on our website: www.compass-group.com.

The Committee is authorised to seek external legal and independent professional advice as it sees fit to enable it to discharge its responsibilities effectively.

The Committee has an annual agenda aligned to its terms of reference and key events in the Company's financial calendar, which provides flexibility to include additional topics of particular importance, thereby allowing the Committee to respond to emerging issues.

During the year, the Committee reviewed the interim and annual financial statements and considered the following:

Financial reporting and accounting matters

Fair, balanced and understandable	Whether the description of the performance of the Group in the Annual Report and Accounts, taken as a whole, is fair, balanced and understandable and provides the information necessary for shareholders to assess the Company's position and performance, business model and strategy.
Risk management and internal controls	The adequacy and effectiveness of risk management and internal control systems including financial controls, cyber-security risk mitigation, and the implementation of the enterprise resource planning (ERP) system in North America.
Clarity of disclosures and compliance	The clarity of disclosures and compliance with financial reporting standards and relevant financial and governance reporting requirements and guidelines, including in relation to Alternative Performance Measures.
Accounting policies	The accounting policies adopted in the Group's financial statements, any proposed changes to them and the adequacy of their disclosure.
Significant transactions, accounting matters, and key judgements and estimates	The significant transactions, accounting matters, and key judgements and estimates used in preparing the 2025 Annual Report and Accounts and the interim financial statements, including management's assumptions underpinning the going concern and viability statements.
TCFD disclosures	The Company's disclosure in the Strategic Report in response to the Task Force on Climate-related Financial Disclosures (TCFD) reporting requirements, and related disclosures in the financial statements.
Non-financial Key Performance Indicators (KPIs)	Non-financial data points which help investors to develop a deeper understanding of Compass' business and to assess the Group's progress and performance against its strategy.
Governance reforms	Consideration of the Company's approach and progress in readiness for compliance with the 2024 UK Corporate Governance Code.

In discharging its responsibilities relating to the financial statements for the financial year ended 30 September 2025, the Committee reviewed the following judgements and estimations, and concluded that they were appropriate:

Areas of significant accounting judgement and estimation	Page
Carrying value of goodwill The Group conducts a goodwill impairment exercise for its cash-generating units (CGUs) at least once a year in accordance with IAS 36 Impairment of Assets, based on the most recent approved budget and financial plan. The Committee received and discussed reports from the Group Financial Controller on the methodology and the basis of the assumptions used, noting, in particular, the sensitivity of the UK CGU to reasonably possible changes in key assumptions. The Committee reviewed the goodwill impairment assessment disclosures and concluded that these were acceptable.	114 and 115
Tax The Group operates in multiple tax jurisdictions and is subject to the rules of their various taxation authorities. Due to the complexity and changing nature of tax rules and transfer pricing across multiple tax jurisdictions, a degree of judgement is required in determining levels of tax recognised in the financial statements. The Committee received briefings and discussed reports from the Head of Group Tax on the potential liabilities identified, levels of provisioning and the basis of the assumptions used.	110 to 112
Acquisition accounting The valuation of assets on acquisition requires judgement. Estimation is required in determining the future cash flows and discount rates used to value these assets. The Committee received and discussed reports from the Group Financial Controller on the methodology and the basis of the assumptions used.	148 to 151
Post-employment benefits The Group's defined benefit pension schemes are assessed half-yearly in accordance with IAS 19 Employee Benefits. The present value of the defined benefit liabilities is based on assumptions determined following independent actuarial advice. The Committee received reports from the Group Financial Controller on the methodology and the basis of the assumptions used.	139 to 143
Going concern and viability The Committee received reports from the Group Financial Controller on the methodology and the basis of the assumptions used in assessing going concern and viability. Having reviewed liquidity and compliance with debt covenants through the year, for half-year and full-year reporting, the Committee reviewed the going concern and viability assumptions, including consideration of a range of severe but plausible events that could have an impact on the Group's viability and going concern outlook.	14 and 25

Fair, balanced and understandable Annual Report and Accounts

Throughout the Annual Report and Accounts, performance during the year is presented against a mix of financial and non-financial KPIs which the Board and executive management consider best reflect the Company's strategic priorities. The Committee has considered these KPIs and is satisfied that the information helps to convey an understanding of the Company's performance, culture and drivers of success, which are of interest to stakeholders.

At the Board's request, the Committee has reviewed the 2025 Annual Report and Accounts, including the KPIs, to determine whether it considers the Annual Report and Accounts, taken as a whole, provides a fair, balanced and understandable assessment of the Company's position and prospects and provides the information necessary for shareholders to assess the Company's position and performance, business model and strategy. The Committee concluded that this requirement had been met and recommended the Annual Report and Accounts to the Board for approval.

Risk management and internal controls

The Committee reviews the Company's internal control and risk management systems.

During the year, the Committee:

- received and discussed regular reports summarising the Group's risk management activities, noting that the principal risks remained unchanged from the previous year end, except for the elevation of the economic volatility risk, given global market instability. The Committee also discussed the actions taken to mitigate the principal risks
- reviewed internal audit findings and the status of agreed actions with management
- monitored delivery of the internal audit plan, reviewed and approved the plan for 2026 and noted the draft plans for 2027 and 2028
- reviewed the resources, terms of reference and effectiveness of the Group Internal Audit and Risk Management function
- received a summary of the Group's decision making and governance structures including their evolution in recent years. These structures aim to achieve an appropriate balance of oversight while providing regions, countries and sectors with freedom to operate
- reviewed and approved the Group Risk Management Policy
- reviewed arrangements for the Group's workforce/stakeholders to raise concerns in confidence about possible improprieties in financial reporting or other matters (via SpeakUp, We're Listening)

– received an update from the Group Head of Ethics and Integrity (E&I) on the business integrity risk profile and the effectiveness of the SpeakUp, We're Listening programme
– received a report from the Group Director of Risk and Internal Audit in relation to theft and fraud
– received regular reports from the Head of Group Tax on tax policies, uncertain tax positions, tax audits and inquiries
– received reports from the Group Financial Controller on management certificates of assurance and on compliance with the key internal controls over financial reporting
– received reports on the activities of the Regional Governance Committees
– received updates in relation to the implementation of the ERP system in North America
– received an update on the work being undertaken to implement evolving ESG regulatory reporting, including on climate change

This year, given the importance of cyber threats, updates on information security were considered by the Board rather than the Committee. For more detail, see page 44.

The Committee reviews the integrity of any material financial statements made by the Company. It monitors and conducts a robust review of the effectiveness of the Group's internal control systems and financial, operational, compliance and reporting controls, as well as the Company's statements on internal control, before they are agreed by the Board for inclusion in the Annual Report and Accounts.

The Group has established a risk management framework which was in place for the full financial year and up to the date on which the financial statements were approved. The framework is designed to manage rather than eliminate the risk of failure to achieve the Group's strategic objectives, to safeguard the Group's assets against material loss, to fairly report the Group's performance and position, and to ensure compliance with relevant legislation and regulation including that related to social, environmental and ethical matters. The framework provides reasonable, but not absolute, assurance against material misstatement or loss. Further details of the Group's risk management framework and principal risks are set out on pages 20 to 24.

The Committee also reviewed the risk management framework. As part of this process, Group companies submitted biannual certificates of assurance to the Group CFO on internal control and risk management matters. The Group Financial Controller summarised these for the Committee, and the Committee Chair reported to the Board on the matters that have arisen from the Committee's review of the way in which risk management and internal control processes had been applied. The Committee annually reviews risk management and considers the effectiveness of Compass' approach and any changes to the risk policy.

Management has defined a set of key internal controls over financial reporting (KFCs) with which all countries must comply. These KFCs are regularly reviewed by the Group Financial Control team to ensure compliance with best practice, regulations and standards.

GIA tests compliance with the KFCs annually for the Group's largest countries and on a rotational basis for others. The results were reported to the Committee including details of the testing and assessments undertaken. These did not identify any areas of non-compliance that could have a reasonable possibility of resulting in a material error or misstatement of the Group's consolidated financial statements.

The Committee and the Board are satisfied that the Company's risk management framework continues to operate effectively and provides the necessary flexibility without compromising the integrity of the risk management and internal control systems.

Whistleblowing, anti-bribery and fraud

The Committee receives updates on any allegations of theft or fraud in the businesses, with individual updates being given to the Committee, as needed, in more serious cases. The Group's Business Integrity Policy (BIP) and Code of Business Conduct (CBC) strictly prohibit any involvement in theft or fraudulent activities whatsoever. The BIP sets out the expectations for risk-assessing, and reporting and documenting any fraud in accordance with local requirements and the Speak and Listen Up Policy. It also sets out how allegations and incidents are to be followed up, such as through investigations conducted by the GIA, E&I or Legal teams. Fraud and theft reports are consolidated at Group level, and feed into the regular updates presented to the Committee.

The Corporate Responsibility Committee oversaw the continued development of the Group's overall E&I programme, the training of employees on key business integrity risk areas and the way in which management obtains assurance in this area, including the annual self-certification process via the annual E&I pledge and declaration. More information on the CBC, and the SpeakUp, We're Listening programme, is set out on pages 16 and 17, and 56 and 57.

Learn more about the CBC which is available at:
www.compass-group.com/en/who-we-are/ethics-and-integrity

ERP system

The North America programme lead updated the Committee on the roll out of the North America ERP system, noting that the pilot launched in August 2024 was on track both in terms of costs and timelines. User sentiment overall was mostly positive, and feedback would be used to further enhance user experience and improve the system. The Committee challenged the pace of deployment of the system and received assurance from management that it was balanced and appropriate and reflected the demand from the businesses. The Committee noted that assurance activities would continue with both an external partner and the GIA function. A further update was provided in September 2025. The solution was working at scale, and unit-level feedback was largely positive as a result of usability improvements and integration with source systems. Sector-fit assessments and design-and-build activities continued to inform updates to the overall deployment plan, and internal and external assurance activities were ongoing. The Committee will continue to monitor progress during the coming year.

Internal audit

The GIA function is led by the Group Director of Risk and Internal Audit who reports functionally to the Chair of the Committee and operationally to the Group CFO. The purpose, scope and authority of the GIA function are set out in its terms of reference. The Committee monitors and reviews the effectiveness of the GIA function, including its resources, plans and performance as well as the degree to which the function is free from management influence or other restrictions. To help gain assurance on its independence, the Committee met with the Group Director of Risk and Internal Audit twice during the year without management being present.

The Committee reviewed and approved the GIA function's terms of reference, which are on our website: www.compass-group.com. It also reviewed and approved the Group's annual internal audit plan. The plan was designed with reference to the Group's principal risks shown on pages 21 to 24. The Committee received regular updates on progress against the plan and GIA's findings, together with management actions taken to address recommendations.

The Committee reviewed the findings of an External Quality Assessment (EQA) of the GIA function undertaken by Deloitte LLP, noting that Compass' GIA had achieved a 'Defined' EQA grading, the highest among comparable organisations. A number of areas for enhancement were identified, and an action plan has been implemented.

The Committee remains satisfied with the effectiveness of the GIA function and that it has the necessary objectivity and competency to fulfil its mandate. It has also satisfied itself that GIA has adequate standing and is free from management influence or other restrictions.

Corporate governance

The Committee considered the development of management's plans to meet the new requirements of the 2024 UK Corporate Governance Code. The majority of the new requirements apply to Compass from 1 October 2025, while the changes which relate to the requirement for the Board to make a declaration on the effectiveness of material internal controls will apply from 1 October 2026. As reported last year, a sub-committee of the Committee was established to oversee management's proposals outside the normal Committee cycle in relation to the declaration on the effectiveness of material internal controls. The sub-committee met with management's cross-functional working group on a number of occasions during the year to review the Group's material risk areas, material controls, and assurance over these. This process focused on those activities and frameworks which significantly mitigate the risks. In addition, the sub-committee reviewed the second line of defence function established in North America, given its materiality to the Group. The sub-committee regularly reported on the development of the plans to the Committee.

In September, the Committee received a report on the material controls for each of the risk areas, together with the summary of the three lines of defence and assurance, and how the controls/control frameworks managing the risks are kept relevant and validated. This will allow the preparatory work to continue in relation to evidencing and assuring the material controls.

The Committee also considered management's revised preparations to comply with the EU's Corporate Sustainability Reporting Directive (CSRD), given the postponement of the application of reporting requirements, which will now apply to the Company from the reporting year commencing 1 October 2027. CSRD requires the Company to produce a detailed sustainability report on the impacts, risks and opportunities arising from its activities on the environment, and people, and how sustainability issues affect its financial performance. Despite the delay, additional governance controls are being implemented to ensure effective assessments and availability of relevant sustainability information.

External audit

External auditor

The Committee is responsible for the development, implementation and monitoring of the Company's policy on external audit and has oversight responsibility for monitoring the external auditor's independence, objectivity and compliance with ethical, professional and regulatory requirements. It is responsible for the re-tendering and selection process and recommends the appointment, reappointment and removal of the Company's external auditor, and considers the risks associated with its withdrawal from the market in its risk evaluation and planning.

The Committee sets the terms, areas of responsibility and scope of the audit described in the external auditor's engagement letter, including the overall work plan and associated fees for the upcoming year, and considers the cost-effectiveness of the audit.

Effectiveness of the external audit process

The Committee assessed the effectiveness of the external audit process and whether the agreed audit plan for the financial year ended 30 September 2024 had been fulfilled. The assessment focused on risks identified by the external auditor and the work performed by it to test management's assumptions and estimates. The effectiveness of the audit process in addressing these matters was evaluated through reports presented to the Committee at the half- and full-year.

The review also included a formal evaluation of several aspects of the external audit. Internal stakeholders including Committee members, regional finance directors and Group functions (including Internal Audit, Legal, Finance and Tax) and local finance directors (excluding countries not in scope for the KPMG audit) completed questionnaires. A report on KPMG's audit quality and effectiveness for the financial year ended 30 September 2024 was presented to the Committee. The findings were considered and opportunities for improvement were identified and discussed with KPMG.

KPMG's audit for the financial year ended 30 September 2024 was selected for inspection by the Audit Quality Review team of the Financial Reporting Council (FRC). The Committee considered the outcome of this review. The inspection assessed the external auditor's work (and where appropriate oversight of, and involvement in, the work of overseas component auditors) on: risk assessment and planning; execution of the audit plan; and completion and reporting, including the quality of communication with the Committee. The inspection focused primarily on key audit matters (goodwill impairment in respect of the UK cash-generating unit, and uncertain direct tax provisions) and other audit areas (revenue recognition, inventory, contingent liabilities, and journal entry testing). The review highlighted KPMG's audit work over UK goodwill impairment as an area of good practice, particularly the challenge of management's assumptions in the goodwill impairment model, and the approach used to evaluate the reasonableness of the model.

During the audit of the 2025 Annual Report and Accounts, the auditor challenged management as to whether the disclosures in the financial statements were consistent with the narrative disclosures in the Strategic Report in relation to the impact of certain risks. The auditor also challenged management's approach to, and assumptions used in, goodwill impairment testing, acquisition accounting (including the accounting for the acquisitions of 4Service and Dupont Restauration) as well as other sources of estimation uncertainty, such as uncertain tax positions. Management and the external auditor engaged constructively in relation to the challenges raised, and an unmodified opinion was issued by the external auditor, which is set out on pages 85 to 95.

Overall, the Committee concluded that the external audit process continued to be of a high quality and remained effective.

Independence of external auditor

Jonathan Downer was the Senior Statutory Audit Partner for the year under review. To preserve the external auditor's independence and objectivity and to safeguard the integrity of the audit process, key external audit team members rotate off the Company's audit periodically, and senior employees from the auditor cannot be recruited for at least two years after they cease to be involved with the provision of services to the Company.

The Committee assessed the external auditor's independence and objectivity based on assurances and information provided by the external auditor at the audit planning stage. This included a written disclosure of relationships (including the provision of non-audit services) that could have an impact on the external auditor's independence and objectivity, and the safeguards in place to manage such concerns. As part of this process, the Committee received a statement from the external auditor advising that: all partners and staff annually confirm their compliance with KPMG's ethics and independence policies and procedures; that they have no prohibited shareholdings; and that KPMG's ethics and independence policies are fully consistent with the requirements of the FRC's Ethical Standard. The Committee concluded that KPMG was independent of the Group for the year under review.

Non-audit fees

The Company operates a policy on non-audit-related fees under which it discloses the ratio of audit to non-audit fees paid in each financial year. The Committee monitors the level of non-audit work which the external auditor can perform, to ensure that any provision of non-audit services falls within the scope of the agreed Non-Audit Work Policy and does not impair the external auditor's objectivity or independence. The Group's policy on non-audit services is aligned with the FRC's 2019 Ethical Standard for auditing practices for what is permissible for public interest entities, and no services outside this are approved by the Committee. Engagements for non-audit services that are not prohibited are subject to formal approval by the Committee, based on the level of fees involved. Non-audit services that are pre-approved are either routine in nature (e.g. the half-year limited review) with a fee which is not significant in the context of the audit, or are other audit-related services. Within the constraints of applicable UK rules, the external auditor can undertake certain non-audit work. The provision of non-audit services within such constraints and the agreed policy is assessed on a case-by-case basis to ensure that the adviser best placed to undertake the work is retained. In accordance with the Group's policies, the Group CFO approves individual non-audit services with fees up to $75,000 and non-audit services with combined fees up to $150,000. Committee approval is sought for non-audit services exceeding these limits.

Fees paid in the year

The total fees paid to KPMG in the year ended 30 September 2025 were $12.4 million, of which $0.8 million (6.5%) related to non-audit work (2024: $10.6 million of which $0.9 million (8.5%) related to non-audit work).

The Committee considered the non-audit work undertaken by KPMG during the year and concluded that the tasks performed represented permitted non-audit services (as set out in Section 5 of the FRC's Revised Ethical Standard 2019). The principal non-audit services provided by KPMG related to: the half-year review of the Group's interim financial report; comfort letters in respect of the annual extension of the Euro Medium Term Note programme and bond issue; limited assurance over certain climate-related disclosures (including Scope 1, 2 and 3 emissions), together with responsible sourcing and food waste; and assurance over the Group's sustainable bond allocation proceeds under the sustainable financing framework. Costs relating to limited assurance testing are expected to increase in future years as requirements in this area continue to expand. The Committee believes that, as external auditor, KPMG was best placed to undertake these non-audit services, and that the level of fees for these services did not adversely impact its integrity, objectivity or independence. Further disclosures on the non-audit fees paid during the year can be found in note 3 to the financial statements on page 108.

Statutory audit tender process

The Company complies with the provisions of the Statutory Audit Services for Large Companies Market Investigation (Mandatory Use of Competitive Tender Processes and Audit Committee Responsibilities) Order 2014. The Committee selects and appoints the external auditor. It initiates and conducts the competitive tender process for the provision of external audit services and makes recommendations to the Board, which are subject to shareholder approval at the Company's AGM.

The Committee ensures that the external audit services contract is put out to tender at least once every 10 years. The last competitive tender process was undertaken in 2023, following which, KPMG LLP (KPMG) was reappointed as the Company's external auditor in February 2024.

KPMG has expressed its willingness to continue as the Company's auditor. Separate resolutions proposing KPMG's reappointment and authorising the Committee on behalf of the Board to determine KPMG's remuneration will be proposed at the 2026 AGM.

Committee performance review

The 2024 internal performance review process confirmed that the Committee continued to be effective. The following areas for improvement were identified for 2025: ESG and sustainability reporting, including assessing the level of assurance required; regulation, especially preparation for the 2024 UK Corporate Governance Code reforms; and oversight of controls for systems implementation and migration, cyber-security risk management and ongoing risk oversight.

As outlined in this, and other sections of this Annual Report (as appropriate), progress has been made in all areas.

Details of the 2025 triennial external Board and Committee performance review are on page 60.

Anne-Françoise Nesmes
Chair of the Audit Committee

24 November 2025

Corporate Responsibility Committee Report

Governance

Arlene Isaacs-Lowe succeeded Nelson Silva as Chair of the Corporate Responsibility Committee (the Committee) in February 2025. Committee membership in the year comprised all of the independent non-executive directors, executive directors, and the Chair of the Board. Committee members are appointed by the Board on the Nomination Committee's recommendation. Their biographies are on pages 38 and 39.

The Committee held three scheduled meetings during the year. The attendance table is on page 40. The Chair of the Committee attends the AGM virtually or in person to respond to questions on the Committee's activities. Only members have the right to attend Committee meetings. Other individuals, including senior management and external advisers, may be invited to attend all or part of any meeting to enable the Committee to discharge its duties. The Group General Counsel and Company Secretary, who acts as Secretary to the Committee, attends all its meetings.

The primary purpose of the Committee is to assist the Board by agreeing, monitoring and overseeing the delivery of the Group's corporate responsibility, health and safety (H&S), sustainability, ethics and integrity (E&I), people and other stakeholder engagement strategies. The Committee's main responsibilities are more fully described in its terms of reference, which were reviewed during the year and are on our website: www.compass-group.com. The Committee is authorised to seek external legal and independent professional advice as it sees fit to enable it to discharge its responsibilities effectively.

Health and safety

Throughout the year, the Committee monitored the Group's H&S performance through reports from the Group Chief Commercial Officer and regular safety moments highlighting key topics and lessons from recent incidents. Through these briefings, the Committee gained a deeper understanding of H&S challenges and how lessons learned are applied to prevent reoccurrence.

To further strengthen this proactive approach, from FY2026 we will begin measuring leading indicators, with safety walks introduced as a Key Performance Indicator.

Safety walks are structured, documented and verifiable processes through which senior leaders observe and promote safe practices with actions tracked electronically. Safety walks embed a culture of prevention through enhanced real-time risk identification, improved leadership visibility and shared safety ownership. This approach has proven to be effective in markets where it has already been adopted.

Our two established historical metrics on personal injury and food safety incidents will act as an underpin to safety walks for annual bonus incentive purposes for executive directors and senior management for FY2026. The Committee will continue to review performance against these metrics at every meeting to assess the effectiveness of H&S strategies and controls.

As noted in our 2024 Annual Report, we evolved our personal injury metric to include all work-related injuries – Total Recordable Injury Frequency Rate (TRIFR) and from FY2026 we will evolve our food safety metric to include all substantiated material food safety incidents – Material Food Safety Incident Rate (Material FSIR). Material FSIR focuses on more serious incidents such as allergens and foodborne illness, addressing the principal risk of a material food safety incident as shown on page 21. Incidents such as foreign objects will continue to be recorded and reported to the Committee.

The performance outcome of the Group's occupational health and safety and food safety measures against the limits set at the beginning of FY2025 are on page 16.

Sustainability

The Committee reviewed updates at each meeting on the progress to achieve a reduction in food waste in FY2025, which was linked to 5% of the annual bonus plan for executive directors and senior management. The Committee noted that controls had been developed to support data quality, and dashboards were being used to track performance by site with training provided to front-line workers to use the food waste measurement technology. It was noted that food waste had continued to reduce, notwithstanding the increase in revenue year on year, and that the Group was on track to achieve its food waste reduction target for the year.

In May, the Committee considered a proposal to move away from the food waste reduction measure at Group level as a standalone component of the annual bonus plan for FY2026. It was noted significant progress had been made over the last three years in measuring and recording food waste and that this was now deeply integrated into Compass' operational practices; it was also a key contributor to operating margin and already captured in the profit component of the annual bonus plan performance measures. This was approved at the September meeting.

More details on the Group's sustainability initiatives, including information on the Group's Scope 1, 2 and 3 emissions, are set out on pages 18 and 19.

Ethics and integrity

In November 2024, the Committee received an update from the Group Head of E&I on the Group's SpeakUp, We're Listening programme in the prior year. The Committee noted the positive trends observed, reflecting the programme's growing effectiveness. Notably, there had been an increase in case volumes and business integrity reports, attributed in part to heightened awareness following the launch of country-specific business integrity policies and associated training. These efforts helped further encourage and promote reporting behaviours across the Group. There had also been a favourable reduction in the misconduct reporting risk profile, evidenced by a year-on-year decrease in the most serious types of reports, and improvements in follow-up and case management processes contributed to the overall health and maturity of the programme. The Committee noted that the case substantiation rate was stable year on year, and the overall reporting profile was consistent with external benchmarks.

In September 2025, the Committee received an update on the E&I programme activities in the year and the priorities for the year ahead. Programme implementation had progressed well, with key developments including the roll out of the Investigations Policy and Group data privacy framework. Third-party integrity due diligence (TPIDD) continued to be embedded, and M&A compliance due diligence had matured. Looking ahead, work continues to strengthen the controls and assurance framework and further embed policies, procedures and key controls into local control environments.
The Committee noted that in July 2025, Compass had been awarded the prestigious Compliance Leader Verification status by Ethisphere, in recognition of the Group's commitment to building and sustaining a well-designed ethics and compliance programme.

Learn more about our E&I programme and SpeakUp, We're Listening on our website: www.compass-group.com/ethics-and-integrity

People

The Committee reviewed the results of the Group's FY2024 employee engagement survey which focused on safety, opportunity and inclusion. The consolidated results (encompassing the Your Voice survey in the US and the Your Say survey in the rest of the world) showed strong engagement across the Group. The Committee also reviewed participation and response rates, and noted that employees from 31 countries had participated, with responses in 40 languages. Employee participation overall had increased year on year, and engagement and leadership scores remained strong. Overall life satisfaction and the employee net promoter score had also improved.

The Committee considered insights from the engagement results, and the areas of opportunity for further improvement that had been identified, and noted that country action plans were being considered to further enhance employee' experiences.

The Committee also received summaries of the FY2025 roundtable meetings hosted by Liat Ben-Zur, the Designated Non-Executive Director for Workforce Engagement, with employees from across the Group. Mrs Ben-Zur shared her observations, noting that the sessions continued to offer valuable insights and remained popular with participants, who appreciated the Board taking a direct interest in their views.

The data and employees' views gathered from the global engagement survey and other engagement mechanisms, together with feedback from the roundtable meetings, helped ensure the Board was aware of the views and concerns of the workforce so that these could be considered in the Board's discussions and decision-making processes. More details of the roundtable meetings held in FY2025 are on page 43. Engagement with the Group's employees is also described on page 48.

Human rights and modern slavery

The Committee reviewed the Group's Human Rights Policy to ensure it complied with relevant laws and regulations and was aligned with the Group's strategy.

The Committee also reviewed the Company's 2024 Modern Slavery Act (MSA) statement and confirmed it met the requirements of section 54 of the MSA 2015 and reflected progress made in 2024. The Committee recommended the 2024 MSA statement to the Board, which was approved.

The 2025 MSA statement, which was reviewed by the Committee at its meeting in November 2025, will be published on our website in December 2025.

Stakeholder engagement

The Committee considered the Group's stakeholder engagement activities with its people, clients, consumers, suppliers, communities and NGOs, including key areas of focus. It was also given a brief update on the work being undertaken by The Compass Group Foundation which provides grants to charitable organisations in countries in which Compass Group companies operate.

Learn more about The Compass Group Foundation on our website: www.compass-group.com/en/compass-group-foundation

The Committee noted that Compass' businesses continued to work closely with their suppliers to meet their ESG commitments, focusing on reducing Scope 3 emissions, and also partnering with clients to support clients' ESG goals: for example through reducing food waste, minimising single-use materials, reducing carbon emissions and supporting communities through local sourcing. Compass' businesses had also listened to consumers to better understand their views on sustainability and evolving tastes and trends, which helped them improve the services they provided.

By working with NGOs, Compass had helped to drive action on food waste, animal welfare, responsible sourcing, and supply chain integrity, reinforcing the credibility of its work with clients, investors, and peers. In local communities, Compass' businesses continued to build trust by acting responsibly and creating further opportunities, offering training and jobs, and supporting local food systems.

Information on the approach to stakeholder engagement, including how the Board is apprised of stakeholders' views, and how the matters set out in section 172 of the Companies Act 2006 have been considered in Board discussions and decision making, is on pages 46 to 50.

Committee performance review

The 2024 internal performance review process confirmed that the Committee continued to be effective. The following areas for improvement were identified for FY2025: preparing for changes in ESG and reporting requirements; overseeing and monitoring health and safety performance and progress, particularly food safety; and tracking the Group's performance against its ESG commitments. As outlined in this, and other sections of this Annual Report (as appropriate), progress has been made in all areas.

Details of the 2025 triennial external Board and Committee performance review are set out on page 60.

Arlene Isaacs-Lowe
Chair of the Corporate Responsibility Committee

24 November 2025

Nomination Committee Report

Governance

Ian Meakins has been Chair of the Nomination Committee (the Committee) since December 2020. Committee membership in the year comprised all of the independent non-executive directors and the Chair of the Board who was independent on appointment. Committee members are appointed by the Board on the Nomination Committee's recommendation. Their biographies are on pages 38 and 39.

The Chair of the Board acts as Chair of the Committee, except when dealing with their own succession when the meeting is usually chaired by the Senior Independent Director (SID).

The Committee held three scheduled meetings during the year. The attendance table is on page 40. The Chair of the Committee attends the AGM to respond to questions on the Committee's activities.

Only members of the Committee have the right to attend meetings. Other individuals, including the Group Chief Executive Officer (CEO), the Group Chief People Officer (CPO), other senior management and external advisers may be invited to attend all or part of any meeting as and when appropriate. The Group General Counsel and Company Secretary, who acts as Secretary to the Committee, attends all its meetings.

The primary purpose of the Committee is to assist the Board by leading the process for appointments, ensuring plans are in place for orderly succession to both the Board and senior management positions, and overseeing the development of a diverse pipeline of effective talent capable of delivering shareholder value over the long term. The Committee's main responsibilities are more fully described in its terms of reference, which were reviewed during the year and are on our website: www.compass-group.com.

The Committee is authorised to seek external legal and independent professional advice as it sees fit to enable it to discharge its responsibilities effectively.

Board appointment process

Procedures for appointing new directors are set out in the Committee's terms of reference. The appointment process is led by the Chair of the Board, except where the appointment is for their successor, when it is usually led by the SID. When appointing a new Chair of the Board, the process includes an assessment of the time commitment expected, recognising the need for the Chair of the Board to be available in the event of a crisis.

Before appointing a director, the Nomination Committee agrees a candidate specification setting out the role, together with the personal qualities and capabilities required. The Board promotes an environment which is supportive of individuals from diverse backgrounds, and in identifying suitable candidates the Committee:

- uses open advertising or the services of external advisers to facilitate the search
- considers candidates from different genders and a wide range of backgrounds
- considers candidates on merit and against objective criteria, bearing in mind the benefits of diversity on the Board
- ensures that candidates have enough time to devote to the position, considering any other significant commitments

Depending on the strategic and succession plans of the Company, where appropriate, the Company will consider individuals who may not have direct PLC experience, but who have experience of leading complex, global-scale organisations. The Committee believes that this approach broadens the talent pool. The Committee carefully considers the selection and reappointment of directors, before making a recommendation to the Board. Non-executive directors and the Chair of the Board are generally appointed for an initial three-year term, which may be extended for a further two three-year terms. Reappointment is not automatic at the end of each term.

Induction process

New non-executive directors receive a comprehensive and tailored induction programme aligned to the individual's needs and role. This includes meetings with senior management, the external auditor and advisers, alongside technical briefings and site visits to introduce them to the Group's businesses and culture. During the year, Liat Ben-Zur and Juliana Chugg, who were both appointed in 2024, completed their induction programmes.

Changes in roles and responsibilities

In October 2024, Liat Ben-Zur succeeded Ireena Vittal as Designated Non-Executive Director for Workforce Engagement. In February 2025, Ireena Vittal and Nelson Silva retired from the Board at the conclusion of the AGM. Arlene Isaacs-Lowe succeeded Nelson as Chair of the Corporate Responsibility Committee. Having completed nine years' service, Stefan Bomhard will retire from the Board at the conclusion of the Company's AGM on 5 February 2026 and will not seek re-election. Stefan stepped down as a member of the Audit, Nomination, Remuneration, and Corporate Responsibility Committees, with effect from 30 September 2025.

Board succession planning

The Committee regularly reviews the skills, knowledge, experience and diversity of the Board to ensure it can perform its duties effectively. It determines the skills and attributes needed for new appointees and reviews the terms of independent non-executive directors to facilitate future refreshing of the Board, and to maintain an appropriate balance. The Committee will continue to evolve its succession plans to align directors' skills and experience with the Company's strategy, while being mindful of statutory and regulatory requirements and other guidance relating to board composition.

Senior management succession planning

The Committee oversees the development of a strong and diverse pipeline of high-calibre individuals capable of discharging executive-level responsibilities through the succession planning process. This enables the Committee to monitor and evaluate the strength of the talent pipeline, its composition, its diversity and the training and development needs within the Group's senior leadership.

Individuals in the talent pipeline are assessed against talent success profiles which are used to select the strongest candidates for roles, to identify targeted development needs and to ensure a greater likelihood of successful performance in role. During the year, the Group CPO shared insights from the Group's talent assessment processes. The Committee noted that since introducing talent success profiles, around 600 employees from across the Group had been assessed, the majority of whom compared strongly to external benchmarks when measured against the top differentiating competencies for performance at executive level.

During the year, the Chief People Officer, North America, reviewed with the Committee the regional approach to talent management in the North America business. The review covered succession planning and the strong talent pipeline in the region, executive tenure, career progression, and talent retention. The Committee noted the drivers that assist the business to achieve its aims, including: investment in critical skills to sustain and scale growth; talent mobility to support business growth and leader development; skills development to drive business impact and build successful leaders; and succession planning to support business and retirement transitions.

In September 2025, the Committee received a presentation from the Group CPO and the Group Talent & Capability Director as part of its consideration of succession planning for the executive directors and other members of the Executive Committee, as well as the Board as a whole. A review of talent identification, retention and development, and the readiness of individuals to undertake key executive director and other Executive Committee roles had been undertaken. The pipeline of talent continued to strengthen and gender diversity had also increased. The focus on growth continued to provide opportunities for new roles, and progression within and across the organisation in order to invest in and build skills for the future and to retain talent. Insight over the talent pipeline continued to improve alongside managed career moves within and across functions, as well as country and regional operational teams, to support the development of talent for senior leadership roles.

Diversity and inclusion

Board diversity and inclusion

At Board level, the approach to appointing new directors reflects the Committee's objective to ensure there is always an appropriate balance of experience and backgrounds on the Board, while recognising the benefits of diversity in its broadest sense. For this reason, members of the Board are drawn from a wide range of disciplines, industries and cultures.

Financial Conduct Authority (FCA) diversity disclosure table

Gender identity or sex	Number of Board members	Percentage of the Board	Number of senior positions on the Board (CEO, CFO, Chair and SID)	Number in executive management	Percentage of executive management
Men	7	58%	3	5	56%
Women	5	42%	1	4	44%

Ethnic background	Number of Board members	Percentage of the Board	Number of senior positions on the Board (CEO, CFO, Chair and SID)	Number in executive management	Percentage of executive management
White British or other white (including minority-white groups)	10	84%	4	8	89%
Mixed/multiple ethnic groups	–	–	–	1	11%
Asian/Asian British	1	8%	–	–	–
Black/African/Caribbean/Black British	1	8%	–	–	–

1. The information above is shown as at 30 September 2025. The UK Listing Rules set board diversity targets for listed companies that (i) at least 40% of the board are women, (ii) at least one of the roles of CEO, CFO, Chair and SID is held by a woman, and (iii) at least one director is from a minority ethnic background. Compass has met these targets. Data is collected in the UK for Board members and is compiled for the purposes of the Parker Review and reconfirmed annually, and consent is obtained from the relevant directors in accordance with the requirements of the Parker Review. Data for executive management is also collected in the UK for the purposes of this disclosure and to help us progress our inclusion agenda, and is disclosed with consent from the individual executive manager.
2. Stefan Bomhard completed his nine-year term on the Board in the year, and will therefore retire from the Board at the conclusion of the 2026 AGM. Following his retirement, the Company will continue to meet the FCA's targets.

Group diversity and inclusion

The Committee reviews the Group's policy on workforce diversity and inclusion, its objectives and links to strategy.

In September 2025, the Committee received an update from the Group CPO on the gender diversity disclosures and statistics across various levels of management and front-line and administrative colleagues. The Committee was briefed on the progress being made to improve diversity and inclusion, including work to further strengthen the pipeline of women through managed career paths, improved access to opportunities and the removal of barriers to progression.

The Committee noted that the Group had maintained its female representation at manager level overall and had improved the balance in representation in its broader leadership teams. Details of gender diversity across the Group is on pages 17 and 81.

Last year, the Committee reported on the Parker Review's guidance on setting a voluntary target to increase ethnic diversity at senior management level. As previously reported, we believe our goal to be representative of the communities served by Compass remains the correct ambition. Due to legislative and other sensitivities in certain regions, setting a Group target is not considered meaningful or appropriate. The Group's UK & Ireland business (UK&I) publishes its Gender and Ethnicity Pay Gap report annually, which provides insight into the initiatives supporting representation across the UK&I business. Their full report can be found on the UK&I's website: www.compass-group.co.uk.

In the year, the Committee reviewed the Board Diversity and Group Diversity and Inclusion Policies, which can be found on our website: www.compass-group.com.

Information on Board and Executive Committee gender and ethnicity is shown in the table above.

The gender diversity of Executive Committee direct reports for the financial year ended 30 September 2025 was 64% male and 36% female (2024: 65% male and 35% female).

Time commitment and training and development

The Committee performed its annual evaluation of the time required from the Chair of the Board, SID and non-executive directors to perform their duties. As part of this process, the Committee reviewed each director's external commitments and reflected on their attendance at meetings and their availability at other times during the year.

In the year, Board members received training, which was provided by Deloitte, on the evolving sustainability reporting landscape for UK and global entities. The training included an overview of regulatory frameworks with a focus on the key components of the Corporate Sustainability Reporting Directive (CSRD), including double materiality which CSRD uses as the foundation for reporting. This training, in conjunction with the reports from management, helped the directors to further understand the scope of ESG reporting requirements for Compass.

The directors also received training sessions in respect of the Group's global safety standards and food safety management systems and protocols. These were provided by internal subject-matter experts and offered further insights into potential health and safety risks and the controls that are in place in operating units. The training included a virtual safety walk in a Compass operating environment, typical of those undertaken by management, showing how technology is being used to ensure compliance with safety procedures and practices. This training material helped the Board further understand how the information from management safety walks is being shared and used to improve safety practices and processes and promote a safety culture and mindset across the Group's businesses.

The Board was also provided with an overview of the Group's MAP framework, which has evolved over time. MAP is centred on key Group performance metrics, supported by appropriate regional, country and unit-level subset metrics. The MAP framework is used to support governance, controls and accountability. The Board found the session informative, and appreciated the opportunity to refresh its knowledge of MAP, the common language embedded in Compass' decentralised model which has been successfully used in the businesses for nearly 20 years. The Board also received an update on initiatives relating to working capital and cash management.

These training sessions were in addition to the regular regulatory and governance updates that the directors receive from the Group General Counsel and Company Secretary and other in-house and external subject-matter experts and advisers.

Committee performance review

The 2024 internal performance review process confirmed that the Committee continues to operate effectively. The following areas for improvement were identified for FY2025: executive succession, including for leaders below Executive Committee level; non-executive succession, including committee leadership; and progressing diversity. As outlined in this, and other sections of this Annual Report (as appropriate), progress has been made in all areas.

Board and committee external performance review 2025

Every three years, an externally facilitated performance review of the Board, its Committees, the Chair and individual directors, is conducted. This year, following a review of prospective providers, No 4, a leading advisory firm led by Jan Hall, was selected for the 2025 performance review. Jan Hall is a respected Board adviser and executive coach specialising in Board reviews.

No 4 has not previously carried out an external performance review of the Board, its Committees and individual directors. However, our Chair of the Board has worked with No 4 and our Group CEO has experience of No 4's board evaluation work at other companies. This prior experience contributed to the decision to select No 4 for this year's external performance review. Aside from this, neither Jan Hall (who led the review) nor No 4 has any other connection with the Company or any individual director. The content of this disclosure has been reviewed and approved by No 4.

No 4 was given a clear and comprehensive brief by the Chair of the Board, the Group CEO and the Group General Counsel and Company Secretary; and discussion guidelines, which formed the basis of one-to-one discussions with participants, were agreed with the Chair of the Board. The review included attending and observing a Board meeting and one-to-one discussions with participants (Board and Executive Committee members, the lead audit partner and the remuneration adviser). Discussions were on a confidential and unattributable basis.

No 4's final report was presented to the Chair and Group CEO and then the wider Board. Jan Hall attended the September 2025 Board meeting to discuss key findings and answer any questions. The Senior Independent Director ensured the process was not inappropriately influenced in any way.

The report concluded that the Board continues to operate effectively. The Chair leads the Board well and provides strong governance leadership, and Board members enjoy positive working relationships based on respect, and diversity is valued around the boardroom table. Every member of the Board demonstrates commitment to Compass and is invested in its future success.

While the Board continues to operate well, a number of areas were identified which could provide opportunities for further development or a change of emphasis. These areas, which will be addressed by the Board in the year ahead, included: continuing the focus on keeping the Board agenda at a strategic level; considering strategic scenarios or options over the medium- to longer-term, beyond the current three-year strategic planning period; further exploration of how data, AI and technology can support Compass' growth trajectory; bringing more of the 'outside' into Board discussions to support both the functioning of the Board and the future of the business; creating space on agendas to allow certain topics to be explored in more detail; and continued focus on talent management and Board succession.

The report also concluded that the Board Committees (Audit, Corporate Responsibility, Nomination and Remuneration) continue to operate effectively and each of the Committee Chairs provides strong leadership. The Board review considered the optimal size and composition of its Committees, and in response, the Board decided to reduce the number of Committees on which each non-executive director serves, and this is reflected in the directors' biographies on pages 38 and 39.

The smaller Committee memberships comprising subject experts are designed to allow the Committees to review certain areas more deeply.

In the coming year, the Nomination Committee will monitor the effectiveness of these changes to ensure that each Committee continues to operate effectively and efficiently.

Ian Meakins
Chair of the Nomination Committee

24 November 2025

Remuneration Committee Report

Dear Shareholder

On behalf of the Remuneration Committee, I am pleased to present the Directors' Remuneration Report (DRR) for the financial year ended 30 September 2025.

Our report includes the key remuneration decisions made by the Committee in the year, details how the 2025 Policy was applied in 2024-2025, and outlines the proposed implementation in the coming year.

Introduction

In 2025, we introduced a new Remuneration Policy (the 2025 Policy). The Committee appreciated input from shareholders and proxy advisers during the consultation process and valued the overwhelming support from shareholders. We were delighted that both resolutions in respect of the 2025 Policy and the 2024 DRR were passed at the 2025 AGM with almost 98% of the votes cast being in favour, demonstrating that shareholders clearly appreciated and agreed with the rationale for the changes; the voting outcome is a testament to the extensive shareholder dialogue that took place when the Policy was being developed.

Shareholder engagement focused predominantly on the approval of our 2025 Policy, alongside implementation of the Policy in the year ahead. We consulted extensively with over 100 shareholders during the 2025 Policy review. A detailed timeline of this engagement is shown in our 2024 DRR. We received invaluable feedback from shareholders and proxy advisers during the process, which helped shape our 2025 Policy.

The 2025 Policy changes included an increase to the annual bonus opportunity, a phased increase to the LTIP award opportunities, and an enhancement to the share ownership guidelines, to align with LTIP award levels. The 2025 Policy contains an appropriate pay mix, with a market-aligned level of potential performance-related outcomes. It aims to attract, motivate and retain top talent to support business growth and maintain our leadership in food service and as a world-class investment proposition.

We also updated our Long-term Incentive Plan (LTIP) rules to align with the 2025 Policy approved at the AGM. The Restricted Share Award (RSA) Plan was also approved by shareholders at the AGM. Executive directors are not eligible for awards under the RSA Plan. The 2025 Policy is detailed on pages 97 to 106 of the 2024 Annual Report, which is available on our website: www.compass-group.com. A summary of the main Policy elements along with its implementation for the year ahead is included on pages 66 to 67.

Throughout the year, the Committee assessed performance rigorously, reviewed updates on incentive plan targets, and applied stringent controls on the treatment of activities such as mergers and acquisitions (M&A), ensuring decisions were made in both the Company's and shareholders' long-term interests and reflected appropriately in the calibration of management rewards.

Business context

We are a global business with over 590,000 employees operating in over 25 countries. Over two-thirds of the Group's revenues are generated in North America, where approximately half of the Group's employees are based. We continue to grow, both in size and complexity, with acquisitions helping us to grow further in our core market sectors.

We recently announced the acquisition of Vermaat Groep B.V., one of the leading premium food services businesses in Europe, which, subject to regulatory approval, will provide us with a unique opportunity for further sustainable growth in Europe; and completed the acquisitions of 4Service AS, a catering and facility management services business in Norway, and Dupont Restauration in France, during the year. The Group also completed its portfolio reshaping with the exit from its operations in Chile, Colombia, Mexico and Kazakhstan as Compass became an even more focused business.

Our sustained performance over many years, when compared to the broader market and to our principal competitors, has resulted in strong returns to our investors. This performance is evidenced in our full-year results, achieving double-digit underlying operating profit growth, driven by strong organic revenue and margin progression across both regions.

Looking ahead, the market opportunity remains very attractive. We have a diverse sector portfolio, a wide-ranging client base and significant local purchasing scale. Despite macroeconomic pressures, we are confident in the resilience of our business model, our strong value proposition, and our ability to capitalise on outsourcing opportunities.

Wider workforce

During the year, we continued to strengthen our approach to fair and inclusive reward across the wider workforce. Our UK&I business made continued progress towards the adoption of the real living wage, reflecting our commitment to ensuring that all those who contribute to our success are fairly rewarded and can share in the benefits of sustainable business performance.

The Remuneration Committee has reviewed the Group's employee share ownership and incentive arrangements and has concluded that the introduction of a new SAYE Option Scheme (together with a US ESPP sub-plan for US tax residents) and the extension of the existing Share Incentive Plan would be appropriate. These plans will be operated internationally, enabling eligible employees across the Group to participate, and will provide colleagues with the opportunity to become shareholders in the Company. This initiative is designed to foster an even stronger sense of ownership, alignment and shared purpose across our global workforce, and to ensure that our people can participate directly in the long-term value they help to create. Shareholder approval for each of these plans will be sought at the 2026 AGM.

2025 performance outcomes

Bonus outcome

The Group's strong financial results and operational performance are reflected in bonus outcomes for the year. We have delivered 11.7% underlying operating profit growth on a constant currency basis (10.1% when adjusted for bonus purposes) with strong cash generation allowing for investment in growth and shareholder returns. We also made progress against our ESG targets, reducing food waste by just under 11% across the Group. This resulted in a bonus outcome of 95% of maximum under the annual bonus plan for the Group Chief Executive Officer (Group CEO) and Group Chief Financial Officer (Group CFO), and 95% for the Group Chief Operating Officer (Group COO), North America.

The Committee considered the business performance and operating environment, and the wider stakeholder experience holistically - in addition to the formulaic outcomes - when determining the annual bonus plan outturn. No discretion was exercised for 2024-2025 bonus payments. Full details of the targets and outcomes are on page 70.

One-third of the bonus earned by each executive director will be deferred into shares for a period of three years. The remainder of the bonus will be paid in cash. The cash payment and deferred bonus shares will be subject to malus and clawback provisions for a period of three years following payment/award.

LTIP outcome

The 2022-2023 LTIP award was based on a three-year performance period which ended on 30 September 2025. Performance measures and their associated weightings under this award were 40% on Return on Capital Employed (ROCE), 40% on Adjusted Free Cash Flow (AFCF) and 20% on relative Total Shareholder Return (TSR).

The business achieved ROCE of 18.4% and AFCF of $5,643 million over the three-year performance period. TSR performance was between the median and upper quartile of the comparator group (FTSE 100 excluding financial services) ranking 27th out of the 75 constituents remaining at the end of the performance period.

The 2022-2023 award will vest at 93.7% of the maximum. The Committee conducted a comprehensive and holistic review of performance based on multiple strategic priorities, on both an absolute and a relative basis, and determined that the payout level was consistent with the performance achieved and was a fair reflection of performance over the period. The Committee determined that no discretion would be exercised on the vesting outcome.

Implementation in the year ahead

Salary review

The Committee determined general base-salary increases of 3% for the Group CEO and 3% for the Group COO, North America, effective 1 January 2026. These increases are below the average increase for employees across the wider UK population, expected to be around 4.5% in 2026, including the impact of the national minimum wage, the national living wage and the real living wage increases in the UK.

As described in the 2023 DRR, following the appointment of Petros Parras, the Committee established his base salary at a prudent level and committed to keep this under review as Petros built experience in the role. The Committee has reviewed both Petros' individual performance and the strong Company performance and, considering this and his experience gained in role, has decided to increase Petros' base salary to £815,000 per annum, effective 1 January 2026, an increase of 7.9%. We are comfortable that the revised salary level is appropriate, and is in line with the market, being the FTSE 30 (excluding financial services companies).

Annual bonus plan

The annual bonus plan has incorporated a food waste measure for the last three years over which time significant progress has been made and food waste reduction is now deeply integrated into Compass' operational practices. Food waste reduction is a key contributor to operating margin and is captured in the profit component of the annual bonus plan. Therefore from 2025-2026, food waste will no longer be a standalone component of the annual bonus plan for executive directors and other senior management.

From 2025-2026, the health and safety metrics will move from solely targeting a reduction in TRIFR and FSIR to the introduction of leadership safety walks as a Key Performance Indicator and annual bonus plan measure.

Safety walks are structured, documented and verifiable processes through which senior leaders observe and promote safe practices, with actions tracked electronically. Safety walks embed a culture of prevention through enhanced real-time risk identification, improved leadership visibility and shared safety ownership. This approach has proven to be effective in markets where it has already been adopted.

For 2025-2026, TRIFR and Material FSIR will act as an underpin to the safety walks measure within the annual bonus plan. Material FSIR focuses on more serious incidents, such as allergens and foodborne illness, addressing the principal risk of a material food safety incident as shown on page 21.

This change of approach reflects the significant progress we have made as a Group and will continue to improve operational engagement and drive our safety performance.

Safety walks, underpinned by TRIFR and Material FSIR, will account for a 10% weighting under the 2025-2026 annual bonus plan, with 65% being attributable to PBIT growth and 25% being attributable to cash conversion.

LTIP awards

The Committee plans to implement the second phase of the increase in LTIP opportunities, where applicable, as set out under the 2025 Policy. The 2025-2026 LTIP award opportunity will be 500% of base salary for the Group CEO, 400% for the Group CFO, and 450% for the Group COO, North America. LTIP awards will be granted to executive directors at these levels shortly after the 2025 full-year results announcement. The share ownership guideline for each executive director will also be aligned to these levels.

The financial and share-based performance conditions within the LTIP will remain the same, being ROCE (40%), AFCF (40%) and Relative TSR (20%).

Chair of the Board and non-executive director fees

Following a review of market benchmarking data for companies of comparable size and complexity, it was evident that the Chair fee had fallen significantly behind the market, which did not reflect the incumbent's performance in the role. Consequently, the Committee determined an increase to the fee from £620,000 to £720,000 per annum, with effect from 1 October 2025. This adjustment reflects the Company's position as a constituent of the FTSE 30 and ensures the Chair's remuneration remains competitive and commensurate with the significant time commitment, responsibilities, and stakeholder engagement required of the role.

During the year, the Board reviewed the fee structure for non-executive directors to ensure it remains appropriate and competitive in the context of the Company's size and complexity, and market practice. Following this review, the fee structure has been revised to comprise a base fee of £105,000, (an increase of 1.4%), a single committee membership fee of £10,000 per annum (irrespective of the number of committees on which each non-executive director serves), and a Committee chair fee (where applicable). The fee for the Senior Independent Director and Audit and Remuneration Committee Chairs has been increased from £30,000 to £40,000 per annum to reflect the size and scope of these roles. In addition, a fee of £10,000 per annum has been introduced for the Designated Non-Executive Director for Workforce Engagement. This approach more closely aligns Compass to the market, with the overall package remaining relatively modest versus our peers. The revised structure and increase in fees is effective from 1 October 2025.

Concluding remarks

I hope that you will support the resolution to approve the 2025 DRR at the upcoming AGM. The Committee wishes to thank shareholders for their ongoing support. We value ongoing dialogue with shareholders on remuneration matters and I remain available to speak with shareholders ahead of the 2026 AGM.

John Bryant
Chair of the Remuneration Committee

24 November 2025

Committee summary

Governance

John Bryant has been Chair of the Remuneration Committee since February 2023.

Committee membership in the year comprised all of the independent non-executive directors, excluding the Chair of the Board. Committee members are appointed by the Board on the Nomination Committee's recommendation. Their biographies are on pages 38 and 39. The Board considers all Committee members to be independent in accordance with the UK Corporate Governance Code 2018 (the Code).

The Committee held three scheduled meetings during the year. The attendance table is on page 40. The Committee Chair attends the AGM, either virtually or in person, to respond to shareholder questions on the Committee's activities.

Only members of the Committee have the right to attend its meetings. Typically, the Group Chief People Officer and the Group Reward Director are invited to attend meetings to advise on remuneration matters. The Chair of the Board, Group CEO and Group CFO may attend by invitation. The Group General Counsel and Company Secretary, who acts as Secretary to the Committee, attends all meetings. Other individuals are invited to present reports that are needed for the Committee to discharge its duties. No one attends meetings when their own remuneration is discussed or in any circumstance where attendance would be inappropriate.

The Committee is responsible for setting the remuneration policy for the Chair of the Board, executive directors and other members of the Executive Committee. It ensures that Executive Committee members are incentivised appropriately to drive the Group's performance and rewarded for their contributions to the long-term success of the business. This includes designing, monitoring and assessing incentive arrangements, including setting stretching targets and evaluating performance. The Committee also reviews remuneration for other senior executives, taking into consideration the organisation's remuneration philosophy and the relationship between executive remuneration arrangements and those of the wider workforce. The Committee Chair maintains an active dialogue with major shareholders and ensures their views and those of proxy advisers are sought, and considered, when formulating the Remuneration Policy.

The Committee is authorised to seek external legal and independent professional advice as it sees fit to enable it to discharge its responsibilities effectively. Details of the Committee's advisers are on page 79.

Structure and content of the DRR

The DRR is prepared by the Committee on behalf of the Board in accordance with relevant laws, regulations and best practice. It includes:

- the Committee's key activities in the year, followed by an 'at a glance' summary of the 2024-2025 performance and remuneration outcomes and a summary of remuneration in the wider employee context
- a summary of the 2025 Policy effective 6 February 2025
- 2025 Policy implementation and proposed implementation in 2026

Auditable disclosures in the DRR:

- executive directors' single total figure of remuneration (page 69)
- non-executive directors' remuneration (page 72 and 73)
- long-term incentive awards (pages 71, 72 and 74)
- extant equity incentive awards held by executive directors (page 75)
- directors' interests (page 76)
- payments to past directors (page 76)

Activities

The Committee's key responsibilities during the year included monitoring performance, reviewing discretionary matters related to individuals below executive director level, share plan participation, and agreeing terms of appointment and exit arrangements for executive directors and other Executive Committee members. The Committee met three times during 2024-2025. Its activities included:

November 2024

- **2025 remuneration policy:** approving the 2025 Policy, along with amendments to the LTIP rules and the RSA Plan rules (both of which were subject to shareholder approval at the 2025 AGM)
- **salary review:** salaries were reviewed for executive directors and other Executive Committee members, effective 1 January 2025, considering the budgets for salary reviews across the Group
- **performance outcomes:** performance outcomes were determined for the 2021-2022 LTIP awards and the 2023-2024 annual bonus plan
- **annual bonus plan targets:** targets were set for the 2024-2025 annual bonus plan
- **LTIP awards:** the structure and proposed quantum of the 2024-2025 LTIP awards were approved
- **Senior Manager Incentive Plan Plus (SMIPP):** the grant and vesting of the SMIPP for US participants were considered
- **2024 DRR:** the 2024 DRR was approved
- **share ownership compliance:** the share ownership compliance of directors was assessed against the Share Ownership Guideline Policy

May 2025

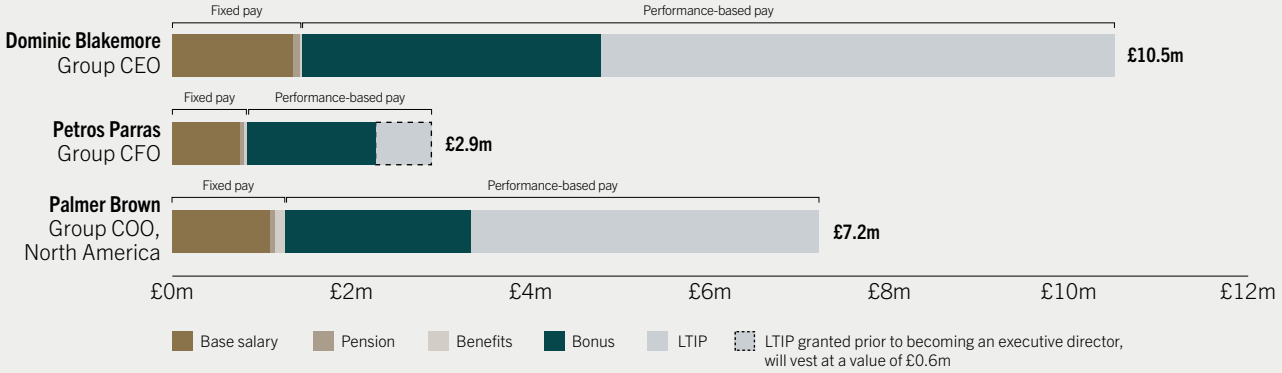
- **performance update:** received a performance update on the 2024-2025 annual bonus plan and in-flight LTIP awards
- **employee landscape:** considered the wider employee perspective including an employee landscape dashboard and remuneration of the highest earning individuals in the Group
- **remuneration trends:** received an update on external remuneration trends from external advisers
- **share ownership:** ratified the approval of an update to the Share Ownership Guideline Policy

September 2025

- **performance update:** received a performance update on the 2024-2025 annual bonus plan and in-flight LTIP awards
- **performance measures:** determined the structure and measures for the 2025-2026 LTIP awards and 2025-2026 annual bonus plan
- **Chair fees:** reviewed and approved the fee for the Chair of the Board effective 1 October 2025
- **salary review:** salaries were reviewed for executive directors and other Executive Committee members, effective 1 January 2026, considering the budgets for salary reviews across the Group
- **draft 2025 DRR:** reviewed the draft 2025 DRR
- **remuneration philosophy:** reviewed the broader Company remuneration philosophy
- **terms of reference:** reviewed the Committee's terms of reference

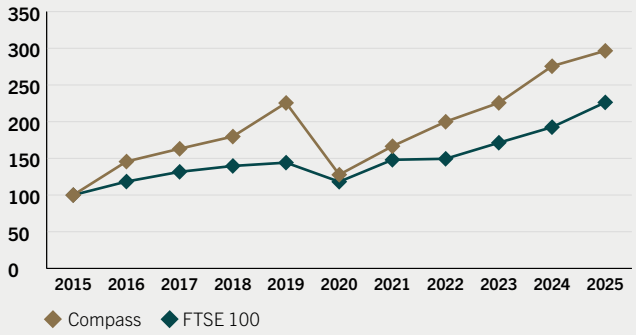
Remuneration at a glance

Remuneration outcomes in 2025



2025 performance highlights

Total shareholder return (TSR) – Compass vs FTSE 100 (£)



Total shareholder return

The performance graph shows the Company's TSR performance against the performance of the FTSE 100 over the 10-year period to 30 September 2025. The FTSE 100 Index has been chosen as a broad equity market index of which the Company has been a constituent member throughout the period.

KPIs

11.7%[1]
Operating profit growth

7.2%
Underlying operating margin

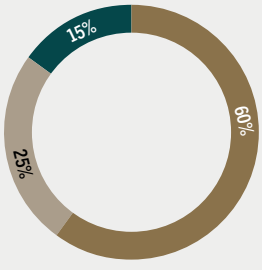
8.7%
Organic revenue growth

1. underlying performance on a constant currency basis (10.1% adjusted for bonus purposes)

Remuneration outcomes in 2025

2024-2025 annual bonus plan

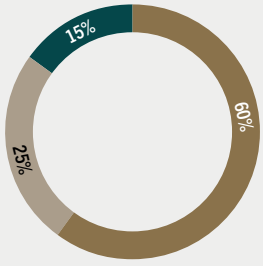
Dominic Blakemore
Petros Parras



Measure	Outcome
PBIT growth	100%
Cash conversion	100%
ESG	66.7%

95% for the Group CEO and Group CFO, based on Group performance.

Palmer Brown

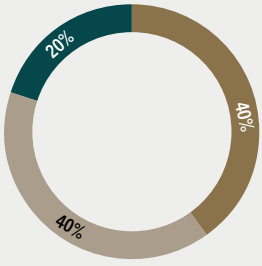


Measure	Outcome
PBIT growth	100%
Cash conversion	100%
ESG	66.7%

95% for the Group COO, North America, based on regional performance.

2022-2023 LTIP award

Dominic Blakemore
Palmer Brown



Measure	Outcome
ROCE	100%
AFCF	100%
Relative TSR	68.4%

93.7% for the Group CEO and Group COO, North America, based on Group performance.

The 2022-2023 LTIP award granted to Petros Parras pre-dates his appointment as an executive director.

Linking pay to performance

Our remuneration framework is designed to align reward with the delivery of sustainable long-term value for shareholders. A significant proportion of total remuneration is performance-based, linked to stretching financial and ESG targets. Incentive outcomes are supported by the underlying performance of the business and aligned with shareholder experience.

Remuneration in the wider context

Employee engagement

We aim to create a fair and inclusive work environment where employees can thrive. Understanding their needs and motivations helps us provide a great workplace and drives business performance.

We engage with employees by various means including surveys, roundtables, townhall meetings, SpeakUp, We're Listening reports, and initiatives with trade unions and other consultative bodies. Our Designated Non-Executive Director for Workforce Engagement (DNED) also holds roundtable discussions with employees and shares feedback with the Board.

An overview of engagement with employees and other stakeholders in the year is on pages 46 to 49.

Details of the DNED roundtable discussions are on page 43.

Employee dashboard

When setting executive remuneration and the Remuneration Policy, the Committee considers the wider workforce. At the May 2025 meeting, a detailed employee landscape dashboard was presented covering the following areas:

Minimum and Living Wage

The UK business continued to make significant progress in tackling low pay across the UK, with around two-thirds of employees receiving the Real Living Wage or above, as at 30 September 2025, compared to 37% of employees in 2020, when the UK business first became a Real Living Wage Recognised Service Provider.

Gender and ethnicity pay gap

The Compass UK gender pay gap reported in 2025 reduced from 8.2% to 8%, which is below the national average of 13.1%. Female representation at senior management level, including chef roles, remains a focus for the business. 38% of chefs in our businesses are female, above the industry average of less than 20%.

The Compass UK ethnicity pay gap was first published in 2022. Our UK&I business reported in 2025 that there was no ethnic minority pay gap, i.e. a median of 0%. To continue progress in this area, our UK business is now breaking down the data on its ethnic minority colleagues further, with the aim of providing greater insights.

CEO pay ratio

The Committee reviews the CEO pay ratio and the reasons for any movement in the ratio each year. Further detail can be found on page 77.

Pay across the organisation

The Committee reviews the structure of the Group's long-term share plans to ensure eligibility and participation remain appropriate. In 2024-2025 around 470 colleagues below Executive Committee level received an LTIP and/or RSA award.

We have a broadly consistent annual bonus plan across our leadership team, with outcomes in the 2024-2025 financial year based on local, regional and Group performance.

Further detail of our approach to remuneration below Board level is set out below:

Alignment of executive and workforce remuneration

Component	Executive directors	Wider workforce
Base pay	Salary increases as a percentage of salary are normally aligned with, or lower than, the average percentage increase for the wider UK population.	The average salary increase for employees across the wider UK population is expected to be around 4.5% during 2026, inclusive of the impact of national minimum wage, national living wage and the real living wage increases in the UK.
Benefits	Benefits are aligned to market practice.	Core employee benefits are competitive and reflect local market practice.
Pension	Pension allowance of 6% of base salary, which is aligned with the maximum rate available to the majority of the wider UK workforce.	Pension arrangements reflect local market practices and requirements. The maximum rate available to the majority of the wider UK workforce is currently 6% of salary.
Annual bonus	Maximum annual bonus opportunity of 250% of base salary for the Group CEO and 200% of base salary for other executive directors. Annual bonus is subject to performance against financial and ESG measures. One-third of any bonus earned by executive directors is deferred into shares for three years.	Annual bonus opportunities vary by role. For the global leadership team, the principles of the annual bonus plans are consistent with those for executive directors and include financial performance targets based on the agreed budget, where target bonus is normally calibrated for the delivery of budget. ESG measures also apply. Alternative annual bonus structures may be used below the global leadership team to meet local requirements and regulations, such as profit-sharing or role-focused arrangements (e.g. sales or procurement targets).
Long-term incentives	Maximum Long-term Incentive Plan (LTIP) opportunity of 500% of base salary for the Group CEO, 400% of base salary for the Group CFO and 450% for the Group COO, North America. LTIP awards are subject to performance against financial targets measured over a three-year period, followed by a two-year post-vest holding period.	The LTIP is in place for both the Executive Committee and the global leadership team. Eligibility is determined by role and individual contribution. A Restricted Share Award (RSA) Plan is also operated below executive director level. It supports recruitment, recognition and retention. Awards are typically made four times a year. In 2024-2025, around 470 colleagues below Executive Committee level received an LTIP and/or RSA award.

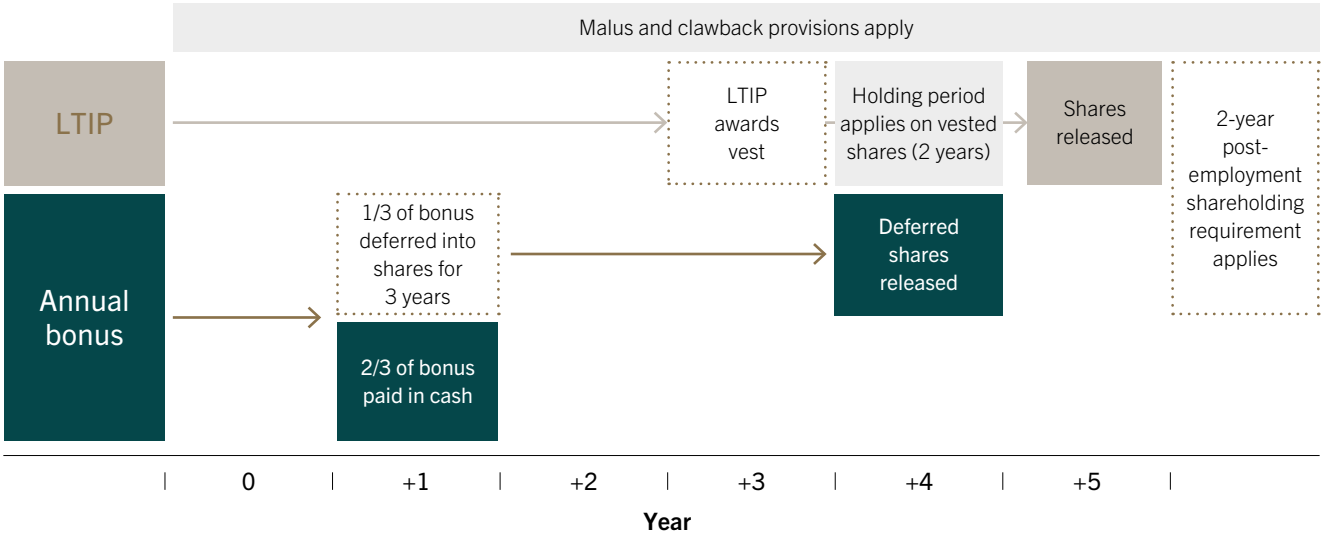
2025 Remuneration Policy

Framework

The 2025 Remuneration Policy was approved at the 2025 AGM on 6 February 2025. The full Policy is set out in our 2024 Annual Report on pages 97 to 106, and is available on our website: www.compass-group.com.

Remuneration Policy structure

The structure of the 2025 Policy is set out below.



Remuneration Policy and practices in the context of the UK Corporate Governance Code 2018 (the Code)

The Committee has considered the Remuneration Policy and its practices in the context of the principles of the Code, as follows:

Clarity – the Committee supports transparency in pay by regularly engaging with executives, shareholders and their representatives to explain executive pay and its link to Compass' strategy. It is committed to clear and transparent disclosure on all aspects of executive remuneration.

Simplicity – the Remuneration Policy clearly outlines the purpose, structure and strategic alignment of each pay element. Incentive arrangements are well understood by participants and shareholders. The Committee ensures the structure of annual bonuses and long-term incentive plans is easy to understand and avoids unnecessary complexity. It maintains flexibility to exercise discretion and override formulaic outcomes where necessary.

Risk – the Committee balances competitive pay with performance-driven incentives, to mitigate any risk of excessive rewards or undesirable behaviours. There is an appropriate mix of fixed and variable pay elements, and the Committee can exercise discretion based on Compass' performance. Robust measures are in place to align with long-term shareholder interests, including post-vesting holding periods, shareholding requirements, malus and clawback provisions, and mandatory deferral of a proportion of bonuses into shares.

Predictability – the Directors' Remuneration Policy includes target and maximum opportunity details for incentives, with actual performance outcomes depending on targets achieved for the period.

Proportionality – executives are incentivised to achieve stretching, business-linked targets over annual and three-year performance periods, aligning with business objectives and creating long-term sustainable value for shareholders. Performance is assessed holistically at the end of each period, taking into account underlying business performance as well as internal and external market context. The Committee may exercise discretion to ensure payouts appropriately reflect the Group's experience during the year.

Alignment with culture – to ensure alignment across the organisation, executive director pension cash allowances are set at the maximum rate available to the majority of the wider UK workforce. Additionally, Compass has regard to the health and safety of employees, clients and consumers by ensuring a proportion of the annual bonus plan is focused on health and safety metrics.

Summary of 2025 Policy and implementation of 2025 Policy in 2025-2026

The table below sets out a summary of our 2025 Remuneration Policy for executive and non-executive directors, as well as its proposed implementation for 2026.

Element and summary of 2025 Policy	Implementation of 2025 Policy for 2025-2026
Base salary Base salaries are reviewed annually with any increases normally taking effect on 1 January of each year.	Base salary levels effective 1 January 2026: Director / Base salary / Increase Dominic Blakemore / £1,442,000 / 3.0% Petros Parras[1] / £815,000 / 7.9% Palmer Brown / $1,472,000 / 3.0% The average increase for employees across the wider UK workforce is expected to be around 4.5% during 2026. 1. Percentage increase reflects phased approach reflecting progression in role.
Benefits and pension Benefits include, but are not limited to, healthcare for executive directors and their dependants, limited financial advice, life assurance and car benefit. Pension cash allowances are aligned to the maximum rate available to the majority of the wider UK workforce (currently 6% of base salary).	No change in benefits or pension arrangements for 2026.
Annual bonus plan The maximum award for the Group CEO is 250% of base salary and for the other executive directors is 200% of base salary. One-third of the bonus for executive directors is subject to mandatory deferral into shares, for a period of three years. Awards are subject to malus and clawback.	Measures and weightings for the 2026 annual bonus will be as follows: Measure[1] / Weighting PBIT growth / 65% Cash conversion / 25% Safety walks[2] / 10% 1. Based on Group performance for the Group CEO and Group CFO, and on North America performance for the Group COO, North America. 2. Underpinned by TRIFR and Material FSIR.
Long-term incentive plan Maximum opportunity of 500% of base salary for the Group CEO, 400% for the Group CFO and 450% for Group COO, North America. A two-year post vest holding period applies following the three-year performance period. Awards are subject to malus and clawback.	LTIP award levels for 2025-2026 will be as follows: Director / LTIP award Group CEO / 500% Group CFO / 400% Group COO, North America / 450% Performance measures for the 2025-2026 award are ROCE, AFCF and relative TSR, weighted 40%, 40% and 20% respectively.
Shareholding requirements The shareholding requirement is aligned to the LTIP award granted in the relevant financial year, normally expected to be achieved within five years. Executive directors are required to hold the lower of: (i) their shareholding at the date of termination of employment; or (ii) shares equivalent to their share ownership guideline at that date, for a period of two years post employment.	Shareholding requirement to align with the 2025-2026 LTIP award: Director / Shareholding requirement (as a multiple of base salary) Group CEO / 5x Group CFO / 4x Group COO, North America / 4.5x
Fees for Chair of the Board and non-executive directors Fees for the Chair of the Board and non-executive directors are reviewed and determined annually to reflect appropriate market conditions and may be increased if considered appropriate.	Fees for non-executive directors for 2025-2026 effective 1 October 2025: Role/fee component / Fee / Increase Chair of the Board / £720,000 / 16.1% Non-executive director base fee / £105,000 / 1.4% Senior Independent Director / £40,000 / 33.3% Chair of Audit or Remuneration Committee / £40,000 / 33.3% Chair of Corporate Responsibility Committee / £30,000 / no increase DNED for Workforce Engagement / £10,000 / new Generic Committee membership[1] / £10,000 / new 1. A single fee irrespective of the number of Committees on which each non-executive director serves.

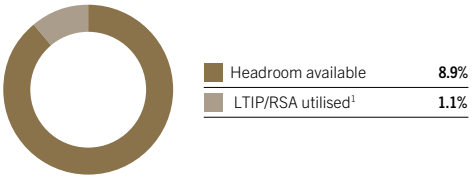
Dilution limits

All of the Company's equity-based incentive plans incorporate the current Investment Association Principles of Remuneration (the Principles) on headroom, which provide that overall dilution under all plans should not exceed 10% over a 10-year period in relation to the Company's issued share capital (or reissue of treasury shares).

As at 30 September 2025, the Company's headroom position, which remains within the current Principles, was as shown in the chart below:

Available headroom as at 30 September 2025

10% in 10 years



1. RSA awards made after 6 February 2025 (post shareholder approval) can use treasury shares/new issue shares, and count towards the headroom.

The Committee monitors the position regularly and prior to making an award ensures that the Company remains within these limits. Any awards which are required to be satisfied by market-purchased shares are excluded from such calculations. On 30 September 2025, the Company held 87,973,798 shares in treasury. During the 2025 financial year, no shares were purchased in the market by the trustees of The Compass Group PLC All Share Schemes Trust. 3,242,237 treasury shares and 169,511 market-purchased shares were used in the year to satisfy the Company's obligations under the Group's employee equity incentive schemes.

Executive directors' service agreements

It is the Company's policy that executive directors have rolling service contracts.

The executive directors in office at the date of this DRR have served on the Board for the periods shown below and have service agreements dated as follows:

Executive director	Date of contract	Length of Board service as at 30 Sep 2025
Dominic Blakemore	12 Dec 2011 7 Nov 2017[1]	13 years, 7 months
Petros Parras	21 Sept 2023	1 year, 10 months
Palmer Brown	3 Oct 2021 21 Sep 2023[2]	4 years, 0 months

1. Appointment formally revised from 1 October 2017.
2. Appointment formally revised with effect from 1 December 2023.

Chair of the Board length of service

Non-executive Chair	Original date of appointment	Letter of appointment/ reappointment[1]	Total length of service as at 30 Sep 2025
Ian Meakins	1 Sep 2020	17 Aug 2020 9 May 2023[2]	5 years, 1 month

1. The Chair has a letter of appointment setting out the Chair's duties and the time commitment expected. The Chair is appointed for an initial period of three years, after which the appointment is renewable at three-year intervals by mutual consent. Re appointment is not automatic. In accordance with the Code, all directors offer themselves for annual re-election by shareholders.
2. Appointment formally revised with effect from 1 September 2023.

Non-Executive Director length of service

Non-executive director	Original date of appointment	Letter of appointment/ reappointment[1]	Total length of service as at 30 Sep 2025
Liat Ben-Zur	1 Jul 2024	20 June 2024	1 year, 3 months
Stefan Bomhard[2]	5 May 2016	5 May 2016 13 Mar 2019 17 Mar 2022 25 Mar 2025	9 years, 5 months
John Bryant	1 Sep 2018	17 May 2018 12 May 2021 3 June 2024	7 years, 1 month
Juliana Chugg	26 Sep 2024	26 Sep 2024	1 year, 1 month
Arlene Isaacs-Lowe	1 Nov 2021	22 Oct 2021 26 Sep 2024	3 years, 11 months
Anne-Françoise Nesmes	1 Jul 2018	17 May 2018 12 May 2021 3 June 2024	7 years, 3 months
Sundar Raman	1 Jan 2022	22 Oct 2021 26 Sep 2024	3 years, 9 months
Leanne Wood	4 May 2023	4 May 2023	2 years, 5 months

1. Non-executive directors have letters of appointment setting out their duties and the time commitment expected. They are appointed for an initial period of three years, after which the appointment is renewable at three-year intervals by mutual consent. Reappointment is not automatic.
2. Will retire from the Board at the conclusion of the 2026 AGM.

Annual report on remuneration

Implementation of the 2025 Policy during the year ended 30 September 2025

Directors' single total figure of remuneration

The table below sets out in a single figure the total amount of remuneration, including each element, received by each of the executive directors in office for the year ended 30 September 2025.

	Dominic Blakemore		Petros Parras[4]		Palmer Brown[4,5]	
	2025 £000	2024 £000	**2025 £000**	2024 £000	**2025 £000**	2024 £000
Fixed pay						
Base salary	**1,340**	1,144	**751**	617	**1,086**	1,043
Taxable benefits[1]	**28**	23	**38**	66	**106**	110
Pension	**80**	69	**45**	37	**65**	63
Total fixed pay	**1,448**	1,236	**834**	720	**1,257**	1,216
Performance-related pay						
Bonus[2]	**3,325**	2,320	**1,435**	925	**2,074**	1,654
LTIP[3]	**5,735**	6,814	**–**	–	**3,882**	4,094
Total variable pay	**9,060**	9,134	**1,435**	925	**5,956**	5,748
Single total figure of remuneration[4]	**10,508**	10,370	**2,269**	1,645	**7,213**	6,964

1. Taxable benefits comprise healthcare insurance, limited financial advice, life assurance and travel and car benefits. Benefit values have been aligned with the 2024–2025 tax year for benefits that are required to be reported on P11D statements.
2. The performance measures and outcome of the 2024-2025 bonus can be found on page 70. Two-thirds of the 2024-2025 bonus for executive directors will be paid in cash with the remaining one-third being deferred into shares.
3. The 2022-2023 LTIP award will vest shortly after the announcement of the full year results. Details of the performance measures and outcome are shown on page 71. The amount presented above also includes the value of accrued dividend-equivalent shares. The values attributed to share price growth for Dominic Blakemore and Palmer Brown were £1,551k and £1,050k respectively. Under the 2022-2023 LTIP, Petros Parras was awarded 22,975 shares prior to his appointment as Group CFO. This award will vest shortly after the announcement of the full year results, together with accrued dividend-equivalent shares. The 2024 LTIP values for Dominic Blakemore and Palmer Brown have been updated from a provisional value to the actual value to reflect the vesting on 26 November 2024.
4. The base salary, taxable benefits and pension figures for Petros Parras and Palmer Brown for 2024 reflect their change in roles during the year.
5. Palmer Brown's base salary and other emoluments for the year are shown in sterling at an exchange rate of $1.3091/£1 (2024: $1.2697/£1).

Base salary

The Committee reviewed base salaries in the context of the Group's strong performance in the year and its relative market positioning when measured against companies of comparable size, scale and complexity. It also took into account the salary review budgets across the Group.

The base salary increase for the Group CEO was part of a wider review of Dominic Blakemore's overall remuneration package at the 2025 Policy review. The base salary increase percentage for the Group CFO and Group COO, North America was lower than the average percentage increase for the wider UK workforce.

The annual base salary for each executive director for the year ended 30 September 2025 is set out below:

Director	Base salary	Effective date
Dominic Blakemore	£1,400,000	1 January 2025
Petros Parras	£755,000	1 January 2025
Palmer Brown	$1,429,000	1 January 2025

Pensions

At 30 September 2025, no executive directors were actively participating in any Compass Group defined benefit pension arrangements and none were accruing additional benefits from arrangements existing prior to their appointment as executive directors.

The Company contributed 6% of each executive director's base salary either to their pension or as a cash allowance.

Annual bonus plan

2024-2025 bonus

The bonus targets and outcomes for the year ended 30 September 2025 are set out on page 70. The achievement of targets is calculated on a straight-line basis between minimum and target (par) and between target and maximum, and by reference to budgeted exchange rates.

As in previous years, results have been assessed holistically and adjusted based on our Quality of Performance principles. For example, financial results are measured based on the underlying outcome achieved in the financial year, with gains/losses from currency movements, charges and impacts of restructuring and/or acquisitions/disposals usually being excluded. This ensures outcomes reflect underlying performance. Outcomes can be adjusted positively or negatively.

Structure

The bonus plan for 2024-2025 was designed to align to the Group's strategy for growth and to establish targets that were achievable, fair and within management's control. The bonus structure for 2024-2025 applicable to the executive directors is set out below:

	Measure[1]	Description of measure	Weighting
Financial measures	Profit growth (%)	A key measure of our financial performance encompassing revenue and margin performance in one metric, by comparing the underlying operating profit delivered in the current year with that of the prior year, expressed as a percentage and adjusted for exchange rate movements.	60%
	Cash conversion (%)	Demonstrates our ability to convert profit into cash - by setting a target percentage of profit to be converted to cash.	25%
ESG measures	Total Recordable Injury Frequency Rate (TRIFR)	A reduction in injury rates is an important measure of the effectiveness of the Group's safety programmes. It also lowers rates of absenteeism and costs associated with work-related injuries and illnesses.	5%
	Food Safety Incident Rate (FSIR)	Food safety is a measure of the Group's ability to provide food that is safe and of the right quality to its consumers globally.	5%
	Food waste reduction	Food waste is a key contributor to carbon emissions. Reducing this also has a high correlation with operating margin improvement.	5%
Total			**100%**

1. Measures for the Group CEO and Group CFO are assessed at a Group level. Those for the Group COO, North America are assessed at regional North America level.

Performance measures and targets

The outcomes against the annual bonus targets for 2024-2025 are set out below. 0% of the bonus is paid at minimum performance, 50% at par performance, and 100% at maximum performance.

Dominic Blakemore and Petros Parras[1,2]

Measures[2]	Weighting	Minimum	Par (target)	Maximum	Achieved	% of performance target achieved
Profit growth (%)[3]	60%	3.5%	6.5%	9.5%	10.1%	60%
Cash conversion (%)[4]	25%	78.1%	82.1%	84.1%	87.5%	25%
Total Recordable Injury Frequency Rate	5%	–	Limit	10.30	9.90	5%
Food Safety Incident Rate	5%	–	Limit	0.14	0.17	0%
Food waste reduction	5%	4.5%	5%	5.5%	10.95%	5%
Total						95%

Palmer Brown[1,2]

Measures[2]	Weighting	Minimum	Par (target)	Maximum	Achieved	% of performance target achieved
Profit growth (%)[3]	60%	5.0%	7.5%	10.0%	10.2%	60%
Cash conversion (%)[4]	25%	81.0%	85.0%	87.0%	87.7%	25%
Total Recordable Injury Frequency Rate	5%	–	Limit	15.54	14.61	5%
Food Safety Incident Rate	5%	–	Limit	0.08	0.11	0%
Food waste reduction	5%	4.5%	5.0%	5.5%	11.5%	5%
Total						95%

	Dominic Blakemore	Petros Parras	Palmer Brown
Value of bonus[5]	**£3,325,000**	**£1,434,500**	**$2,715,100**

Notes to bonus outcome tables:

1. Financial targets for 2024-2025 bonus purposes are all set and measured at 2025 foreign exchange budget rates, not actual rates. Where appropriate, results have been adjusted, based on our Quality of Performance principles, to ensure that outcomes are an appropriate reflection of underlying performance.
2. Measures for the Group CEO and Group CFO are assessed at a Group level. Those for the Group COO, North America are assessed at regional North America level.
3. Profit growth is growth in underlying operating profit on a constant currency basis.
4. Cash conversion is underlying operating cash flow divided by underlying operating profit, expressed as a percentage.
5. One-third of the value of the bonus for each executive director will be deferred into shares.

Long-term Incentive Plan awards

Scheme interests vesting during the year

2022-2023 LTIP award

Awards made to Dominic Blakemore and Palmer Brown in December 2022 were subject to the achievement of three-year performance targets for the year ended 30 September 2025. Performance conditions were ROCE, AFCF and relative TSR, weighted 40%, 40% and 20% respectively. The definitions are set out in the table below:

Measure	Definition of measure
ROCE	The definition aims to measure the underlying economic performance of the Group. ROCE is calculated at the end of the three-year performance period as net underlying operating profit after tax (NOPAT) divided by 12-month average capital employed. ROCE targets are updated at the end of the performance period to reflect actual acquisition spend, changes in accounting standards and constant currency.
AFCF	The definition aims to measure the cash generation of the Group and is calculated as the three-year cumulative underlying free cash flow, on a constant currency basis.
Relative TSR	Performance is compared to that of constituent members of the FTSE 100 (excluding the financial services sector). TSR is the aggregate of share price growth and dividends paid (assuming reinvestment of those dividends in the Company's shares during the three-year performance period).

Compass ended the performance period ranked 27th of the 75 companies that remained within the comparator group at the end of the performance period. As this position is between the median and upper quartile of the comparator group, the proportion of shares subject to the TSR performance condition will part vest.

The business achieved ROCE of 18.4% and AFCF of $5,643m over the three-year performance period. Our adjusted free cash exceeded the targets over the three-year period, and has far exceeded any reasonable forecast when the targets were originally set. Consequently, as a result of our strong performance over the three-year performance period, the 2022-2023 LTIP award will vest at 93.7% of the maximum.

The Committee has taken a disciplined approach to the awards vesting in 2025. It reviewed performance from multiple perspectives on both an absolute and relative basis and concluded that the achieved performance justifies the vesting outcome.

Targets and outcomes for the 2022-2023 LTIP award are set out below.

ROCE (40% weighting)

Level of performance	Threshold	Par	Maximum	Achieved[2]
Vesting % of component	0%	50%	100%	100%
As at date of award	17.33%	17.83%	18.33%	
Reconciled at the end of the performance period[1]	16.07%	16.57%	17.07%	18.40%

AFCF (40% weighting)

Level of performance	Threshold	Par	Maximum	Achieved[2]
Vesting % of component	0%	50%	100%	100%
AFCF (£)	£2,897m	£3,049m	£3,201m	£4,414m
AFCF ($)	$3,704m	$3,898m	$4,092m	$5,643m

Relative TSR (20% weighting)

Level of performance	Below median	Median	Upper quartile	Achieved[3]
Vesting % of component	0%	25%	100%	68.4%

1. ROCE targets are updated at the end of the performance period to reflect actual acquisition spend, changes in accounting standards and constant currency.
2. The Committee applied the established framework to deal with items that were unforeseen at the time the targets were set in November 2022 and were in the long-term interests of shareholders. ROCE and AFCF were adjusted to exclude the impact of strategic capital expenditure in the North America business in 2024. This adjustment did not have any impact on the level of vesting under the award.
3. The three-month average price of a Compass share, on which the TSR calculations are based, was £25.6. TSR ranking was 27th out of the 75 constituents that remained in the comparator group at the end of the performance period, reflecting performance between the median and upper quartile of the comparator group.

Details of awards held for each executive director are set out below:

	Performance conditions						
Director	ROCE % vested on maturity	AFCF % vested on maturity	TSR % vested on maturity	Number of shares awarded	Number of shares vested	Number of dividend-equivalent shares	Value of shares on vesting[1] £000
Dominic Blakemore	100%	100%	68.4%	225,966	211,693	12,391	£5,735
Palmer Brown	100%	100%	68.4%	152,979	143,316	8,389	£3,882

1. The indicative value of the shares on vesting has been calculated by reference to the average market price of Compass Group PLC shares over the three months from 1 July 2025 to 30 September 2025 of £25.6 per share. Dividend-equivalent shares accrued throughout the performance period and are included in the value of shares on vesting.
2. Petros Parras received an award of 22,975 shares in respect of the 2022-2023 LTIP prior to his appointment as an executive director. The award was subject to ROCE and AFCF performance conditions. The award, along with 1,344 dividend-equivalent shares, will vest in full.
3. The share price at the date of grant on 1 December 2022 was £18.67.

Scheme interests awarded during the year

2024-2025 LTIP award

Executive directors received conditional share awards under the 2018 LTIP. Awards may vest after a three-year performance period ending on 30 September 2027, based on the achievement of stretching performance conditions. Performance conditions are ROCE, AFCF and relative TSR, weighted 40%, 40% and 20% respectively. Definitions of each of these measures are set out in the table on page 71.

Awards were made in two stages. The initial grant was made on 3 December 2024 at the 2022 Policy levels. Following approval of the 2025 Policy at the 2025 AGM, top-up awards were granted on 12 February 2025 to take the overall 2024-2025 LTIP award for each executive director to the 2025 Policy levels.

The combined 2024-2025 LTIP awards are set out in the table below:

Director	Type of award	Value of awards (as a % of base salary)[1]	Value of awards £000[1]	Number of shares awarded[2]
Dominic Blakemore	LTIP 2018	500%	7,000	257,558
Petros Parras	LTIP 2018	375%	2,831	104,900
Palmer Brown[3]	LTIP 2018	400%	4,615	170,628

1. The overall value of the awards has been calculated by reference to base salary effective 1 January 2025.
2. The share price used to calculate the awards is the average closing market price of the three trading days prior to the grant date, which was £26.93 for the 3 December 2024 grant and £27.69 for the 12 February 2025 grant. The figure shown in the table represents the combined 2024-2025 awards. Individual award details are set out in the extant equity incentive awards held by executive directors table on page 75.
3. The face value of awards was converted to sterling at the time of award at an exchange rate of $1.2675/£1 for the 3 December 2024 grant and $1.2386/1 for the 12 February 2025 grant.

In setting the performance targets, the Committee considered internal budgets and the Group's strategic plan, market expectations and general economic conditions. The targets under the 2024-2025 award are set out in the table below:

ROCE and AFCF

Level of performance	Vesting % of each component	ROCE	AFCF
Threshold	0%	17.70%	$4,972m
Par (target)	50%	18.45%	$5,268m
Maximum	100%	19.20%	$5,564m

TSR

Level of performance	Vesting % of each component
Below median	0%
Median	25%
Upper quartile	100%

Non-executive directors' remuneration

The fee for the Chair of the Board is reviewed annually by the Committee with any increase taking effect on 1 October. For the year ended 30 September 2025, the fee paid was £620,000 per annum, inclusive of any Board Committee memberships.

Details of the fees received by Ian Meakins during the year ended 30 September 2025 are set out below:

Chair	Fees £000	Benefits £000	**Total 2025 £000**	Total 2024 £000
Ian Meakins	620	–	**620**	596

The fees for the non-executive directors are reviewed and determined by the Board each year to reflect appropriate market conditions. The base fee paid to non-executive directors for the year ended 30 September 2025 was £103,500, which included membership of the Audit, Corporate Responsibility, Nomination and Remuneration Committees.

An additional fee of £30,000 per annum was payable where a non-executive director acted as Chair of the Audit, Remuneration or Corporate Responsibility Committee and an additional fee of £30,000 per annum was also payable to the director nominated as Senior Independent Director.

Details of the amounts received by each of the non-executive directors in office for the year ended 30 September 2025 are set out below:

Non-executive director	Fees £000	Benefits[1] £000	**Total 2025 £000**	Total 2024 £000
Liat Ben-Zur[2]	104	41	**145**	25
Stefan Bomhard	104	5	**109**	105
John Bryant	134	26	**160**	156
Juliana Chugg[2]	104	14	**118**	1
Arlene Isaacs-Lowe[3]	123	38	**161**	131
Anne-Françoise Nesmes	164	10	**174**	160
Sundar Raman	104	10	**114**	104
Nelson Silva[4]	47	17	**64**	140
Ireena Vittal[4]	36	8	**44**	113
Leanne Wood	104	3	**107**	107

1. Travel costs relating to attendance at Board meetings held in the UK are treated as a benefit.
2. Fees for 2024 have been pro rated to reflect time in office.
3. Fees for 2025 reflect appointment as Chair of the Corporate Responsibility Committee pro rated for time in role.
4. Fees for 2025 have been prorated to reflect time in office.

Implementation of the 2025 Policy for the 2026 financial year

A summary of how the 2025 Policy will be applied during the 2026 financial year is set out below.

Base salary

The Committee reviewed executive directors' salaries holistically, taking into account macroeconomic trends including cost of living and inflationary challenges faced by the Group's businesses and its employees alike. Consideration was also given to the Group's strong performance and market positioning measured against companies of appropriate size, scale and complexity together with the salaries of the wider employee population within the Group. Taking these factors into account, the Committee determined that the percentage increase for Dominic Blakemore and Palmer Brown for 2025-2026 be set at a lower rate than the average percentage increase for the wider UK population, which is expected to be around 4.5% during 2026 inclusive of the impact of national minimum wage, national living wage and the real living wage increases in the UK.

As described in the Chair statement on page 62, the Committee established the base salary for Petros Parras at a prudent level and committed to keep this under review as Petros built experience in the role. The Committee has reviewed both Petros' individual performance and the strong Company performance and, considering this and his experience gained in role, decided to increase Petros' base salary, to £815,000 per annum, an increase of 7.9%.

The base salaries for the executive directors as determined by the Committee are set out in the table below:

Director	**Base salary**	Effective date	Increase
Dominic Blakemore	**£1,442,000**	1 Jan 2026	3.0%
Petros Parras	**£815,000**	1 Jan 2026	7.9%
Palmer Brown	**$1,472,000**	1 Jan 2026	3.0%

Pension

In line with the 2025 Policy, the pension cash allowance for each executive director aligns to the maximum rate available to the majority of the wider UK workforce (currently 6% of base salary).

Annual bonus plan

For 2025-2026, the maximum bonus opportunity for each executive director will be in line with the 2025 Policy maximum:

Director	% salary
Dominic Blakemore	250%
Petros Parras	200%
Palmer Brown	200%

2025-2026 annual bonus plan metrics remain largely unchanged from last year, with two changes to the ESG measures. The plan has incorporated a food waste measure for the last three years, over which time waste reduction initiatives have made significant progress. Food waste reduction is now fully integrated into our operations, with measurement tools deployed. Food waste will therefore no longer form part of the annual bonus plan for executive directors and senior management.

Additionally, the health and safety measures will move from solely targeting a reduction in FSIR and TRIFR to the introduction of leadership safety walks, with performance underpinned by TRIFR and Material FSIR. Material FSIR focuses on more serious incidents such as allergens and foodborne illness.

The measures and weightings are as follows:

Executive directors

Measure[1]	Description of measure	Weighting
Profit growth (%)	A key measure of our financial performance encompassing revenue and margin performance in one metric, by comparing the underlying operating profit delivered in the current year with that of the prior year, expressed as a percentage and adjusted for exchange rate movements.	65%
Cash conversion (%)	Demonstrates our ability to convert profit into cash - by setting a target percentage of profit to be converted to cash.	25%
Safety walks[2]	Emphasises our commitment to health and safety, embedding a safety culture of prevention. Safety walks are structured, documented and verifiable processes which involve senior leaders observing and promoting safe practices with actions tracked in an app.	10%
Total		100%

1. Measures for the Group CEO and CFO are assessed at Group level, and measures for the Group COO, North America are assessed at regional North America level.
2. Underpinned by TRIFR and Material FSIR.

The Committee has chosen not to disclose the details of the targets in this DRR, as in the opinion of the Committee they are commercially sensitive. However, the specific targets and the extent to which the targets have been met (at both Group and regional levels) will be disclosed in next year's DRR.

Long-term Incentive Plan award

The Committee intends to grant LTIP awards to the executive directors during the 2025-2026 financial year, with award levels in line with the 2025 Policy, as shown in the following table. The awards to the Group CFO and Group COO, North America reflect the second phase of the implementation of the 2025 Policy, as fully described in the 2024 DRR.

Director	% of base salary
Group CEO	500%
Group CFO	400%
Group COO, North America	450%

The extent to which these LTIP awards will vest will be dependent on performance assessed over the three financial years 2026-2028 using the performance measures and targets shown in the tables below.

Measure	Description of measure
ROCE	The definition aims to measure the underlying economic performance of the Group. ROCE is calculated at the end of the three-year performance period as net underlying operating profit after tax (NOPAT) divided by 12-month average capital employed. ROCE targets are updated at the end of the performance period to reflect the net impact of M&A, changes in accounting standards and constant currency.
AFCF	The definition aims to measure the cash generation of the Group and is calculated as the three-year cumulative underlying free cash flow, adjusted for the net impact of M&A and constant currency.
Relative TSR	Relative TSR performance is compared to that of constituent members of the FTSE 100 (excluding the financial services sector). TSR is the aggregate of share price growth and dividends paid (assuming reinvestment of those dividends in the Company's shares during the three-year performance period).

Measure	Weighting (% of award)	Threshold	Par (target)	Maximum
ROCE	40%	18.17%	18.77%	19.37%
Vesting (of this component)		0%	50%	100%
AFCF	40%	$5,489m	$5,868m	$6,247m
Vesting (of this component)		0%	50%	100%
Relative TSR	20%	Median	–	Upper quartile
Vesting (of this component)		25%	–	100%

There is no vesting for below-threshold performance, and straight-line vesting between the points shown. There will be threshold vesting for median TSR performance, in line with the approach taken by the majority of the comparator group. The peer group is the FTSE 100 (excluding financial services companies) as opposed to the FTSE 30 which is our peer group for remuneration benchmarking purposes, as it has been determined that using a larger group such as the FTSE 100 is more robust, since the outcome is less influenced by the movements of any individual comparator company.

Executive directors are required to hold shares from vested awards for a period of two years following vesting to strengthen the long-term alignment of executives' remuneration packages with shareholders' interests; and, if required, to facilitate the implementation of provisions related to clawback. A two-year post-employment shareholding requirement applies to the awards.

Non-executive director fees

Following a review of the market which highlighted that the fee paid to the Chair of the Board had fallen significantly behind the market, the annual fee was increased from £620,000 to £720,000 (16.1%) with effect from 1 October 2025. This adjustment reflects the Company's position as a FTSE 30 constituent and ensures the Chair's remuneration remains competitive and commensurate with the significant time commitment, responsibilities and stakeholder engagement required of the role. The annual base fee for non-executive directors was increased from £103,500 to £105,000 (1.4%) also with effect from 1 October 2025.

As part of the review, the fee structure for non-executive directors was also updated to ensure it remains appropriate and aligned with market practice. The revised structure comprises a base fee, a single Committee membership fee of £10,000 per annum irrespective of the number of Committees on which each non-executive director serves, and a Committee Chair fee where applicable. The fee for the Senior Independent Director and Audit and Remuneration Committee Chairs increased from £30,000 to £40,000 per annum to reflect the additional responsibilities of these roles. In addition, a fee of £10,000 per annum has been introduced for the Designated Non-Executive Director for workforce engagement. This structure and increase in fees is effective 1 October 2025 and the full details are set out below:

Role/fee component	**Fees 2025 £**	Fees 2024 £	Increase
Chair of the Board	**720,000**	620,000	16.1%
Non-executive director base fee	**105,000**	103,500	1.4%
Senior Independent Director	**40,000**	30,000	33.3%
Chair of Audit or Remuneration Committee	**40,000**	30,000	33.3%
Chair of Corporate Responsibility Committee	**30,000**	30,000	n/a
DNED for Workforce Engagement	**10,000**	n/a	n/a
Generic Committee membership[1]	**10,000**	n/a	n/a

1. A single fee irrespective of the number of Committees on which each non-executive director serves.

Extant equity incentive awards held by executive directors

Details of all existing equity incentive awards as at the date of this DRR, including awards conditionally made under the various long-term incentive plans to the executive directors at any time during the year ended 30 September 2025, are shown in the table below:

LTIP[1]

Director	As at 30 Sep 2024: number of shares	Awarded during the year: number of shares	Released during the year: number of shares	Lapsed during the year: number of shares	**As at 30 Sep 2025: number of shares[5]**	Market price at date of award[3] £	Date of award[4]	Maturity date
Dominic Blakemore	241,385	–	241,385	–	–	17.60	8 Feb 2022	1 Oct 2024
	225,966	–	–	–	**225,966**	18.67	1 Dec 2022	1 Oct 2025
	215,728	–	–	–	**215,728**	20.26	1 Dec 2023	1 Oct 2026
	–	172,319	–	–	**172,319**	27.31	3 Dec 2024	1 Oct 2027
	–	85,239	–	–	**85,239**	28.30	12 Feb 2025	1 Oct 2027
Total	683,079	257,558	241,385	–	**699,252**			
Petros Parras[2]	127,565	–	–	–	**127,565**	20.26	1 Dec 2023	1 Oct 2026
	–	96,187	–	–	**96,187**	27.31	3 Dec 2024	1 Oct 2027
	–	8,713	–	–	**8,713**	28.30	12 Feb 2025	1 Oct 2027
Total	127,565	104,900	–	–	**232,465**			
Palmer Brown	145,040	–	145,040	–	–	17.60	8 Feb 2022	1 Oct 2024
	152,979	–	–	–	**152,979**	18.67	1 Dec 2022	1 Oct 2025
	190,687	–	–	–	**190,687**	20.26	1 Dec 2023	1 Oct 2026
	–	143,574	–	–	**143,574**	27.31	3 Dec 2024	1 Oct 2027
	–	27,054	–	–	**27,054**	28.30	12 Feb 2025	1 Oct 2027
Total	488,706	170,628	145,040	–	**514,294**			

Deferred Bonus Plan/deferred annual bonus

Director	As at 30 Sep 2024: number of shares	Awarded during the year: number of shares	Released during the year: number of shares	Lapsed during the year: number of shares	**As at 30 Sep 2025: number of shares[5]**	Market price at date of award[3] £	Date of award	Maturity date
Dominic Blakemore	35,954	–	–	–	**35,954**	20.26	1 Dec 2023	1 Oct 2026
	–	28,719	–	–	**28,719**	27.31	3 Dec 2024	1 Oct 2027
Total	35,954	28,719	–	–	**64,673**			
Petros Parras	–	11,450	–	–	**11,450**	27.31	3 Dec 2024	1 Oct 2027
Total	–	11,450	–	–	**11,450**			
Palmer Brown	20,243	–	20,243	–	–	15.08	15 Dec 2021	15 Dec 2024
	19,779	–	–	–	**19,779**	20.26	1 Dec 2023	1 Oct 2026
	–	20,510	–	–	**20,510**	27.31	3 Dec 2024	1 Oct 2027
Total	40,022	20,510	20,243	–	**40,289**			

1. Each LTIP award is based on a three-year performance period. Awards are subject to a two-year post-employment holding period.
2. At the date of his appointment, Petros Parras had an award of 39,096 LTIP shares that was granted to him prior to him becoming a director of the Company. 16,121 of these shares, along with 863 dividend equivalent shares, vested in November 2024. A further 22,975 shares will vest shortly after the announcement of the full year results. In addition, Petros was granted a conditional award of 8,472 shares under the Company's Restricted Share Award Plan (RSA) prior to him becoming a director. 2,824 shares vested on 31 December 2023 and 5,648 shares vested on 1 December 2024.
3. The market price at the date of each award is shown to two decimal places.
4. The performance period of the LTIP award granted on 8 February 2022 ended on 30 September 2024. The awards vested in full.
5. Dividend equivalents apply to LTIP and deferred bonus share awards and are not included in the tables above.

Share ownership guidelines and directors' interests in shares

In order that their interests are aligned with those of shareholders, directors are expected to build up and maintain a personal shareholding in the Company as set out in the share ownership guidelines described in the 2025 Policy on page 104 of the 2024 Annual Report.

Executive directors are required to achieve their shareholding guideline within a five-year period commencing on the date of appointment or date of increase in shareholding requirement, whichever is the later. Under the 2025 Policy, the guideline for executive directors aligns to the level commensurate with the latest LTIP award, as shown in the table below. Compliance with the guideline is assessed annually, on a pro rata basis.

Non-executive directors are required to achieve their shareholding guideline within a five-year period from the date of appointment.

The Committee reviewed and noted that the guidelines were satisfied by all directors in office during the year. The interests of the directors in office during 2025 in shares (including the interests of persons closely associated) and share incentives are shown in the table below:

		Beneficial		Conditional			
		Shares held as at 30 Sep 2025	Shares held as at 30 Sep 2024	**LTIP/DBP holdings as at 30 Sep 2025**	LTIP/DBP holdings as at 30 Sep 2024	Share ownership guideline[1]	Compliance with share ownership guidelines
Executive directors	Dominic Blakemore	**518,239**	383,761	**763,925**	719,033	500%	✓
	Petros Parras[2]	**26,929**	15,057	**266,890**	127,565	375%	✓
	Palmer Brown	**174,158**	76,757	**554,583**	528,728	400%	✓
Non-executive directors	Liat Ben-Zur[3]	**4,300**	4,300	–	–	100%	✓
	Stefan Bomhard	**10,743**	10,743	–	–	100%	✓
	John Bryant	**15,781**	15,781	–	–	100%	✓
	Juliana Chugg	**3,840**	–	–	–	100%	✓
	Arlene Isaacs-Lowe	**5,300**	5,300	–	–	100%	✓
	Ian Meakins	**58,362**	58,362	–	–	100%	✓
	Anne-Françoise Nesmes	**11,907**	11,907	–	–	100%	✓
	Sundar Raman	**5,030**	5,030	–	–	100%	✓
	Nelson Silva[4]	**10,323**	10,323	–	–	100%	✓
	Ireena Vittal[4]	**5,461**	5,461	–	–	100%	✓
	Leanne Wood	**4,265**	2,777	–	–	100%	✓

1. The share ownership guideline is a percentage of base salary or fee.
2. Petros Parras was appointed to the Board on 1 December 2023 and has five years from the date of appointment/date of change in share ownership guideline in which to meet the requirement. As announced, on 20 March 2025, a pledge was granted over 26,929 shares held by Petros Parras in favour of Societe Generale in connection with a loan facility for the purchase of a residential property. Petros' conditional shares include awards granted prior to him becoming an executive director.
3. Liat-Ben Zur's holding is in American Depositary Receipts.
4. Nelson Silva and Ireena Vittal 's holding are shown at 6 February 2025 when they retired from the Board.

There were no changes in directors' interests between 30 September 2025 and 24 November 2025.

Director appointments and role changes during the year

Ireena Vittal and Nelson Silva retired from the Board on 6 February 2025 at the conclusion of the 2025 AGM. Other than the fees and expenses payable for the period up to 6 February 2025, no payments were made in connection with Ireena and Nelson ceasing to be directors of the Company.

Payments for loss of office

There were no payments for loss of office during the year.

Payments to past directors

Gary Green, former Group COO, North America retired as a director on 30 November 2023, and remained an employee under his existing terms of employment until 31 March 2024. Gary's unvested share awards under the LTIP were preserved in accordance with the good leaver provisions in the plan rules. Gary holds an award of 122,452 shares under the 2022-2023 LTIP. The award is subject to a time pro-rating adjustment and will vest in accordance with the 2022-2023 LTIP performance outcomes set out on page 71. 114,717 LTIP shares and 6,742 dividend equivalent shares will vest shortly after the announcement of the full year results, with an estimated value of £3,108k.

External non-executive director appointments

Executive directors may accept one non-executive directorship in a FTSE 100 company or other significant appointment outside the Company, subject to the Board's approval and provided that such an appointment is not likely to lead to a conflict of interest. It is recognised that non-executive duties can broaden experience and knowledge which can benefit the Company. Dominic Blakemore received fees of £135,000 in respect of his directorship at London Stock Exchange Group plc for the 2025 financial year. Dominic was unremunerated for his services to the charity FareShare and to University College London. At the date of this DRR, Petros Parras and Palmer Brown do not hold any external appointments.

Remuneration in detail for the year ended 30 September 2025

Pay for performance

The Committee believes that the 2025 Policy provides a clear alignment with the strategic objectives and performance of the Group. To maintain this relationship, the Committee regularly reviews the business priorities of the Group and the environment in which it operates. The table below shows the Group CEO's total remuneration and achievement against the annual bonus plan and LTIP over the last 10 years, as a percentage of the maximum opportunity.

	2016	2017	2018	2019	2020	2021	2022	2023	2024	**2025**
Single total figure of remuneration (£000)	5,822	5,617	4,568	4,659	1,162	3,211	3,299	7,498	9,499	**10,508**
Annual bonus plan outcome (% of maximum opportunity)	85.8	68.9	95.9	78.3	0	99.9	100	100	100	**95**
LTIP outcome (% of maximum opportunity)	84.5	74.5	95.0	100	0	0	0	100	100	**93.7**

Group CEO pay ratio

The ratio between the Group CEO's remuneration and the lower quartile, median and upper quartile of UK employees is disclosed in the table below. Figures include the Group CEO's total remuneration as set out in the single figure table on page 69, and the remuneration paid to employees at the 25th, 50th and 75th percentiles, over the past five financial years. Methodology A has been chosen to calculate the ratio, as it is considered the most accurate approach. This method includes total full-time equivalent remuneration for UK employees received by an individual in respect of the relevant financial year and is calculated in line with the methodology for the single figure of remuneration for the Group CEO.

The best equivalents for the three UK employees whose hourly rates of pay were at the 25th, median and 75th percentiles were selected, with a small number of employees around each quartile reviewed, to ensure that the employees chosen at the three percentile points were, within reason, representative of the pay of the UK workforce at each quartile. The Committee has considered the pay data of the three employees identified and believes that it fairly reflects pay at the relevant quartiles amongst the UK workforce. The three individuals identified did not receive any remuneration which would otherwise inflate their pay figures.

Executive remuneration, in line with market practice, includes a significant proportion subject to performance and therefore 'at risk'. As a result, remuneration of the Group CEO is weighted more heavily towards variable pay than that of the wider workforce. The ratio will therefore fluctuate each year depending on the performance of the Company. During the financial years 2020, 2021 and 2022, remuneration was notably impacted by the COVID-19 pandemic, which had a significant impact on variable pay elements. The increase in the Group CEO's remuneration and associated pay ratio in 2025 reflects the Group's strong performance, where record levels of performance have been achieved in many areas. The ratio has therefore increased, which reflects the correlation between pay and performance. We believe that the median pay ratio is consistent with the pay, reward and progression policies for the Company's UK employees taken as a whole.

Year and component	Method	25th percentile pay ratio	Median pay ratio	75th percentile pay ratio
2025 total remuneration	**A**	**407:1**	**364:1**	**309:1**
2024 total remuneration	A	372:1	330:1	297:1
2023 total remuneration	A	323:1	303:1	236:1
2022 total remuneration	A	159:1	129:1	115:1
2021 total remuneration	A	172:1	138:1	125:1
2020 total remuneration	A	63:1	54:1	42:1

The salary and total remuneration levels used in the pay ratio calculations are set out in the table below:

Financial year	Component	Group CEO £000	25th percentile £000	Median £000	75th percentile £000
2025	**Salary**	**£1,340**	**£25**	**£28**	**£33**
	Total remuneration	**£10,508**	**£26**	**£29**	**£34**
2024	Salary	£1,144	£23	£26	£31
	Total remuneration	£9,499	£26	£29	£32
2023	Salary	£1,083	£21	£24	£24
	Total remuneration	£7,494	£23	£25	£32
2022	Salary	£1,034	£18	£22	£26
	Total remuneration	£3,299	£21	£26	£29
2021	Salary	£1,000	£16	£19	£24
	Total remuneration	£3,211	£19	£23	£26
2020	Salary	£894	£17	£21	£26
	Total remuneration	£1,162	£18	£21	£28

Annual percentage change in remuneration of directors and employees

The following table shows the annual change in each individual director's base salary/fees, benefits and bonuses, compared to the annual change in average UK employee pay for the year ended 30 September 2025. Figures have been annualised to show a like-for-like comparison.

	Change in pay between 2024 and 2025			Change in pay between 2023 and 2024			Change in pay between 2022 and 2023			Change in pay between 2021 and 2022			Change in pay between 2020 and 2021		
	Base salary/ fees % change[1]	**Bonus % change[2]**	**Benefit % change[3]**	Base salary/ fees % change[1]	Bonus % change[2]	Benefit % change[3]	Base salary/ fees % change[1]	Bonus % change[2]	Benefit % change[3]	Base salary/ fees % change[1]	Bonus % change[2]	Benefit % change[3]	Base salary/fees % change[1]	Bonus % change[2]	Benefit % change[3]
Executive directors															
Dominic Blakemore	**17.2%**	**43.3%**	**23.8%**	5.7%	5.9%	(20.3)%	4.7%	4.8%	(52.0)%	3.4%	4.6%	18.1%	11.9%	n/a[4]	(27.4)%
Petros Parras	**1.5%**	**29.2%**	**(53.1)%**	n/a[4]	n/a[4]	n/a[4]	n/a[4]	n/a[4]	n/a[4]	n/a[4]	n/a[4]	n/a[4]	n/a[4]	n/a[4]	n/a[4]
Palmer Brown	**7.3%**	**29.3%**	**(0.5)%**	32.0%	37.7%	(25.4)%	4.4%	4.8%	(30.3)%	n/a[4]	n/a[4]	n/a[4]	n/a[4]	n/a[4]	n/a[4]
Non-executive directors															
Liat Ben-Zur	**3.9%**	–	**n/a**	n/a[4]	–	n/a[4]	n/a[4]	–	n/a[4]	n/a[4]	–	n/a[4]	n/a[4]	–	n/a[4]
Stefan Bomhard	**3.9%**	–	**(5.2)%**	5.9%	–	113.1%	4.4%	–	203.9%	2.3%	–	n/a[4]	10.3%	–	(100)%
John Bryant	**3.0%**	–	**0.2%**	(5.7)%	–	35.5%	14.5%	–	804.3%	11.5%	–	n/a[4]	35.0%	–	(100)%
Juliana Chugg	**3.9%**	–	**n/a**	n/a[4]	–	n/a[4]	n/a[4]	–	n/a[4]	n/a[4]	–	n/a[4]	n/a[4]	–	n/a[4]
Arlene Isaacs-Lowe[5]	**23.7%**	–	**22.8%**	5.9%	–	25.0%	4.4%	–	651.0%	n/a[4]	–	n/a[4]	n/a[4]	–	n/a[4]
Ian Meakins	**4.0%**	–	**n/a**	5.9%	–	n/a[4]	4.7%	–	n/a[4]	18.9%	–	n/a[4]	467.0%	–	(100)%
Anne-Françoise Nesmes	**2.5%**	–	**5010.0%**	22.8%	–	(89.8)%	8.3%	–	n/a[4]	11.5%	–	n/a[4]	35.0%	–	(100)%
Sundar Raman	**3.9%**	–	**183.2%**	5.9%	–	(3.9)%	4.4%	–	n/a[4]	n/a[4]	–	n/a[4]	n/a[4]	–	n/a[4]
Nelson Silva[5]	**3.0%**	–	**394.6%**	4.5%	–	60.4%	3.3%	–	278.0%	1.7%	–	n/a[4]	10.3%	–	(100)%
Ireena Vittal[5]	**3.9%**	–	**67.6%**	5.9%	–	(1.5)%	4.4%	–	n/a[4]	2.3%	–	n/a[4]	10.3%	–	(100)%
Leanne Wood	**3.9%**	–	**(53.1)%**	5.9%	–	n/a[4]	n/a[4]	–	n/a[4]	n/a[4]	–	n/a[4]	n/a[4]	–	n/a[4]
Average pay of UK employees[6]	**8.35%**	**23.78%**	**(20.7)%**	6.5%	50.2%	(41.5)%	11.5%	(23.4)%	(24.8)%	3.8%	191.8%	2.5%	5.2%	113.1%	7.5%

1. The annual percentage change in salary is calculated by reference to actual salary paid, and for directors is calculated on a full-time equivalent basis.
2. The annual percentage change in bonus is calculated by reference to the bonus payable in respect of performance applicable to the financial year for executive directors, and by reference to all bonus payments received during the financial year for UK employees.
3. The annual percentage change in benefits is calculated by reference to the value of benefits received in respect of the financial year. Non-executive directors' travel expenses to/from meetings in the UK are considered a benefit and are disclosed in the DRR. The decrease in benefits value between 2024 and 2025 for UK employees is due to the continued increase in take-up of electric company vehicles, which have a lower taxable value than a cash for car allowance or a non-electric Company vehicle.
4. n/a refers to a nil value in the previous year, meaning that a year-on-year change cannot be calculated.
5. Fees for 2025 have been pro rated to reflect time in office and change of role as appropriate.
6. Average employee pay is calculated by reference to the mean average pay of employees within the UK.

Relative importance of spend on pay

The following table sets out the amounts paid in share buybacks, dividends and total employee costs for the 2024 and 2025 financial years.

Disbursements	**2025 $m**	2024 $m	Change %[1]
Share buybacks[2]	**107**	557	(80.8)%
Dividends paid[3]	**1,047**	963	8.7%
Total employee costs[4]	**21,787**	19,598	11.1%

1. The year-on-year percentage change in disbursements reflects the Company's continued strong performance.
2. At the AGM on 6 February 2025, shareholders approved Resolution 25 to give the directors authority to make limited on-market purchases of up to 10% of the Company's ordinary shares. 3,224,030 shares were repurchased during the financial year ended 30 September 2025 at a cost of $107 million excluding transaction costs. The directors consider it desirable for such general authority to be available to maintain an efficient capital structure whilst at the same time retaining the flexibility to fund any bolt-on acquisitions.
3. The share capital in issue on 30 September 2025 and on the same date in 2024 was 1,785 million ordinary shares of 11 $\frac{1}{20}$ pence each, including treasury shares.
4. Total employee costs include wages and salaries, social security costs, share-based payments and pension costs for all employees, including directors. The average number of employees, including directors and part-time employees during 2025 was 591,767 (2024: 579,126).

Remuneration of other senior executives and management

A number of senior executives and the executive directors comprise the Executive Committee. These key management roles influence the ability of the Group to meet its strategic goals. The Remuneration Committee sets the remuneration for these individuals and considers the remuneration levels and structure of the wider business. Total remuneration including base salary and other short-term benefits, bonus and the expected value of long-term incentives for this group is summarised in note 4 to the consolidated financial statements on page 108.

Remuneration advice

The Group Chief People Officer and the Group Reward Director are normally invited to attend each Committee meeting to advise on remuneration matters. The Chair of the Board, Group CEO and Group CFO may also attend from time to time by invitation. They are not paid a fee for attending the Committee in addition to their normal remuneration from the Company, and none attend when their own remuneration is discussed. Details of the members of the Committee who served during the 2025 financial year are set out on pages 38 to 39.

Under its terms of reference, the Committee obtains the advice of external independent remuneration consultants and is responsible for their selection and appointment. The Committee appointed PricewaterhouseCoopers (PwC) as its independent remuneration adviser in April 2024. Prior to this, the adviser to the Committee was Deloitte.

PwC's fees for 2024-2025 were £204,100 for advice relating to executive remuneration. Fees covered attendance at Committee meetings, general advice and updates on remuneration developments. Total fees paid to advisers for the prior year were £175,650 (£115,650 to PwC and £60,000 to former adviser, Deloitte).

PwC also provided advice to the Group in relation to tax and accounting, technology and other consulting services during the year. PwC is a member of the Remuneration Consultants Group and complies with its Code of Conduct.

Alithos Limited (Alithos) was appointed by the Company in 2002. During the year, Alithos provided information for the testing of the TSR performance conditions for the Company's LTIP awards, for which it received fixed fees of £24,000 (2024: £24,000). Alithos also provided TSR data to the Committee during the year for which it received fees of £500 (2024: £500).

The Committee is satisfied that the advice it received during the year was objective and independent, based on the experience of its members.

Committee evaluation

The 2024 internal performance review process confirmed that the Committee continued to be effective. The following areas for improvement were identified: finalising the new Remuneration Policy and obtaining broad stakeholder alignment with the new policy; ensuring remuneration targets are appropriately stretching and ensuring that reward is sufficiently competitive to attract and retain the best talent.

These themes, together with the Committee's regular programme of work, shaped the Committee's agenda and were included in the principal activities during the year.

Details of the 2025 triennial external Board and Committee performance review are on page 60.

Shareholder vote at the 2025 Annual General Meeting

The table below sets out the voting outcome at the AGM held on 6 February 2025:

	Number of votes 'For' and 'Discretionary'	% of votes cast 'For'	Number of votes 'Against'	% of votes cast 'Against'	Total number of votes cast	Number of votes 'Withheld'[1]
Remuneration Policy[2]	1,370,177,333	97.54	34,594,750	2.46	1,404,772,083	646,033
Annual Remuneration Report[3]	1,369,627,681	97.49	35,207,031	2.51	1,404,834,712	583,403

1. A vote withheld is not a vote in law.
2. Binding vote.
3. Advisory vote.

The Committee was delighted with the support from shareholders in respect of the 2024 DRR and 2025 Policy. At the 2026 AGM, shareholders will be invited to vote on the 2025 Annual Remuneration Report.

On behalf of the Board

John Bryant
Chair of the Remuneration Committee

24 November 2025

Other statutory disclosures

The directors present their Annual Report and the audited consolidated financial statements of the Company and its subsidiaries for the financial year ended 30 September 2025.

This Directors' Report forms part of the management report as required under the Financial Conduct Authority (FCA) Disclosure Guidance and Transparency Rules (DTR) 4. The Company has chosen, in accordance with section 414C (11) of the Companies Act 2006, to include certain matters in its Strategic Report that would otherwise be required to be disclosed in this Directors' Report. The Strategic Report can be found on pages 1 to 35 and includes an indication of future likely developments in the Company, details of important events and the Company's business model and strategy. The Corporate Governance and Directors' Report on pages 36 to 79, the Other Statutory Disclosures section here on pages 80 to 82 and the Directors' Responsibilities Statement on page 83 are incorporated into the Directors' Report by reference.

Specifically, the following disclosures have been included elsewhere within the Annual Report and are incorporated into this Directors' Report by reference:

Disclosure	Page
Financial risk management	11
Future developments in the business	4
Statement of directors' responsibilities including disclosure of information to the auditor	83
Disclosure of greenhouse gas (GHG) emissions	19
TCFD disclosure	26 to 34
Shareholder information	177 and 178
Viability statement	25
Going concern statement	14

Results and dividends

In the year ended 30 September 2025, the Group delivered an underlying profit before tax of $3,020 million (2024: $2,749 million), an increase of 9.9%; and a statutory profit before tax of $2,584 million (2024: $2,056 million), an increase of 25.7%.

It is proposed that a final dividend of 43.3 cents per share be paid in respect of the financial year ended 30 September 2025 on 26 February 2026 to shareholders on the register on 16 January 2026. The final dividend of 43.3 cents per share will be paid in sterling unless a shareholder elects to receive the dividend in US dollars. The last date for receipt of currency elections will be 2 February 2026. A Dividend Reinvestment Plan (DRIP) will be available. The last date for receipt of DRIP elections will be 5 February 2026.

Year	Dividend	Pence per share	Cents per share
2025	**Final**	**N/A[1]**	**43.3**
2025	**Interim**	**16.7**	**22.6**
2024	Final	31.42	39.1
2024	Interim	16.2	20.7

1. The exchange rate for the sterling equivalent of the final dividend for the financial year ended 30 September 2025 will be announced on the London Stock Exchange Regulatory News Service on 10 February 2026.

Generally, the trustee of the employee benefit trust, the Compass Group PLC All Share Schemes Trust (ASST), which operates in connection with the Company's share plans, waives its right to receive dividends on shares held by it. Details of the ASST are on page 81 of this Report. The value of the dividends waived by the ASST during the year was $100,393 (£78,461) (2024: $205,341 (£162,059)).

Share capital

The Company has a single share class which is divided into ordinary shares of $11\frac{1}{20}$ pence each. At the date of this Report, 1,785,403,977 ordinary shares of $11\frac{1}{20}$ pence each (of which 87,973,798 are held in treasury) have been issued, are fully paid up and are quoted on the London Stock Exchange. Each share (excluding treasury shares) has one vote, and therefore the total number of voting rights at the date of this Report is 1,697,430,179. Additionally, the Company has a Level 1 American Depositary Receipts programme with BNY under which Compass shares are traded on the OTCQX® Best Market.

In the year ended 30 September 2025, 3,411,748 awards were released pursuant to the Company's long-term incentive plans and other discretionary share schemes. All awards released were satisfied, as appropriate, by the reissue of 3,242,237 treasury shares and the release of 169,511 shares from the ASST. To satisfy an award under the Compass Group PLC Restricted Share Award Plan which had vested on 30 September 2025, 2,438 shares were released by the ASST on 1 October 2025.

No restrictions apply to the transfer of the Company's ordinary shares other than those which may be imposed from time to time by law. The Company is not aware of any agreements between shareholders that may result in restrictions on the transfer of securities and/or voting rights, or of significant agreements to which it is party that take effect, alter or terminate upon a change of control of the Company following a takeover. Detailed information on the rights and obligations of the Company's ordinary shares, and those conferred by law, are set out in its articles of association, which may only be amended by special resolution at a general meeting of shareholders. The articles of association are on the Company's website: www.compass-group.com.

Directors' indemnity

In accordance with the Company's articles of association, directors have been granted an indemnity by the Company to the extent permitted by law in respect of liabilities incurred as a result of their office. The indemnity would not provide any coverage where a director is found to have acted fraudulently or dishonestly. The Company has insurance for potential legal actions against its directors and officers.

Purchase of own shares

From 1 October 2024 to 17 December 2024, the Company bought back 3,224,030 ordinary shares of $11\frac{1}{20}$ pence relating to a $500 million share buyback. These purchases were made under the shareholder authority obtained by the Company at the 2024 AGM to purchase its own shares up to a maximum of 171,140,000 ordinary shares. The cost of the shares purchased was $107 million, excluding transaction costs. The shares repurchased represented 0.2% of the issued ordinary share capital of the Company at the date of this Report. They were subsequently transferred into treasury for the purpose of satisfying the Company's obligations under employee equity incentive plans. At the 2025 AGM, the Company obtained shareholder approval to purchase up to a maximum of 169,700,000 ordinary shares of $11\frac{1}{20}$ pence each. At the date of this Report, the directors have not exercised the 2025 authority.

At the date of this Report, there are 87,973,798 ordinary shares of $11\frac{1}{20}$ pence each held in treasury, representing 5.2% of the issued ordinary share capital. Treasury shares are ineligible to participate in dividends and do not carry any voting rights. Further details of treasury shares and share buybacks are on page 144.

Issue of shares

At the 2026 AGM, the directors will seek approval from shareholders to renew the section 551 authority approved by shareholders at the 2025 AGM. The section 551 authority gives directors the ability to allot approximately one-third of the Company's issued ordinary share capital, calculated at the latest practicable date prior to publication of the Notice of AGM. The directors also intend to seek a further one-third authority, which is in line with the Investment Association's Share Capital Management Guidelines, on the basis that the additional authority would only be used in connection with a rights issue. If approved, the two-thirds authority will expire no later than 15 months from the date the resolution is passed, or at the conclusion of the Company's 2027 AGM, whichever is earlier. Changes to the Company's share capital in 2025, including details of purchases and releases by the ASST, and the reissue of treasury shares, are in notes 25 and 26 to the consolidated financial statements.

Substantial shareholdings

As at 30 September 2025, and up to the date of this Report, in accordance with the UK Disclosure Guidance and Transparency Rules the following information has been received, in accordance with DTR 5, from holders of notifiable interests in the Company's issued ordinary share capital:

	% of Compass Group PLC's voting rights
BlackRock, Inc.	**9.99**
FMR LLC	**5.09**
Artisan Partners Limited Partnership	**4.96**
Invesco Limited	**4.95**
Massachusetts Financial Services Company	**4.60**

The above information was correct at the notification date. It may have changed since; however, the holder is not required to notify the Company until the next notifiable threshold (defined in DTR 5) is crossed.

Employee share trusts

The Compass Group Employee Share Trust (ESOP) was established on 13 January 1992 in connection with the Company's share option plans, but is no longer in use and has not held any shares in the trust since 2016. The Compass Group Long Term Incentive Plan Trust was established on 5 April 2001 in connection with the Company's long-term incentive plans. In 2019, it was adapted to allow it to source shares for all the Company's share schemes and renamed the Compass Group PLC All Share Schemes Trust (ASST).

Details of employee equity incentive plans are set out in the Directors' Remuneration Report on pages 61 to 79. As at 30 September 2025, the trustees of the ASST held 129,201 (2024: 298,712) ordinary shares of of $11\frac{1}{20}$ pence each in the Company.

Awards under employee share schemes

Details of awards made during the year and held by executive directors as at 30 September 2025 are in the Directors' Remuneration Report on pages 61 to 79. Details of employee equity incentive plans and grants made during the year ended 30 September 2025, and extant awards held by employees, are disclosed in the consolidated financial statements on pages 146 and 147.

Employee engagement

Particular importance is placed on engaging with employees. It is recognised that they have an important role to play in delivering the Group's commitments and strategy and in living its values. Employee engagement is based on commitments to respect, teamwork, and growth in the workforce.

The Group continues to operate on a decentralised basis. This supports an entrepreneurial approach within a strong control framework, supported by a small head office team. Local management teams are responsible for maintaining high standards of health and safety and ensuring employees' views are considered in decision making.

Employees are regularly informed about important matters and share their feedback through engagement surveys. This helps management to understand employee sentiment and to improve employee experience in the workplace. Examples of engagement during the year can be found in other sections of this Report:

- People: pages 16 and 48
- Meetings with the Designated Non-Executive Director for Workforce Engagement: page 43
- Stakeholder engagement: pages 46 to 49
- Corporate Responsibility Committee Report: page 57

Certain employees globally are eligible to participate in the Company's equity incentive plans, details of which are published on pages 146 and 147, and UK-based employees are eligible to participate in the Company's Share Incentive Plan.

Employee benefits and policies

Employees are offered a range of benefits, such as private medical cover, depending on the local environment. Training and skills development are important. Employment and the promotion of people with disabilities are based on merit and the ability of the individual to carry out the role and, where appropriate, reasonable adjustments are made for them. An employee who becomes disabled would, where appropriate, be offered retraining.

Eligible UK employees can join the Compass Retirement Income Savings Plan Section (the CRISP Section) of the Compass Group Pension Plan (the Plan). The Plan has a corporate trustee, Compass Group Pension Trustee Company Limited. The Company is subject to the Pension Automatic Enrolment Regulations for its workforce in the UK. All new UK employees who meet the statutory eligibility criteria are automatically enrolled into the National Employment Savings Trust, unless they join the CRISP Section. Permanent employees outside the UK are usually offered local pension arrangements, if and where they exist.

Employee diversity and human rights

Our Code of Business Conduct (CBC) provides principles-based guidance to our businesses and sets out clearly the standards of behaviour we expect. Our values, CBC and Group policies serve as a foundation for how we conduct business and compete fairly. Together they support our environmental, social and governance activities, including incorporating the Ten Principles of the UN Global Compact (of which Compass is a signatory) into strategies, policies and procedures. Our processes and policies together with our actions, demonstrate a commitment to integrity, inclusion and sustainability for our people, the communities we serve and the planet.

The contribution of our people plays an important role in the Group's success. We respect and value individuality and diversity and treat all employees with dignity and fairness. The Company publishes an annual statement in line with the Modern Slavery Act 2015, which is available on our website: www.compass-group.com.

As at 30 September 2025, there were 591,767 (2024: 579,126) people employed by the Group (average number of employees including directors and part-time employees), of whom 330,144 were female (2024: 323,182) and 261,623 were male (2024: 255,944). 442 were senior managers, of whom 140 were female and 302 were male (2024: 150 female and 310 male), which includes members of our global leadership team and statutory directors of corporate entities whose financial information is consolidated in the Group's financial statements in this Annual Report.

As at 30 September 2025, there were 12 directors, comprising seven males and five females. The Nomination Committee considers diversity and gender before recommending a candidate for appointment to the Board.

Compass aims to create a positive and open work environment. Employee policies comply with local laws within a Group framework, and employee satisfaction and engagement are monitored through various indicators.

Our businesses consider the concerns of the communities in which they operate and use relevant expertise to help contribute to the wellbeing of communities in line with the businesses' goals. We support the rights of all people as set out in the UN Universal Declaration of Human Rights and give careful consideration before doing business in countries that do not adhere to it.

Business relationships

For details on how we foster positive business relationships with stakeholders and examples of how the directors have had regard to stakeholders' interests in their principal decision-making processes, see pages 45 to 50.

Directors' conflicts of interest

Executive directors can take one external non-executive role on a non-competitor listed company board with Board approval. They can keep any fees earned. The Board monitors directors' other interests and time commitments to ensure they do not have a detrimental effect on their role at Compass.

Directors have a duty under the Companies Act 2006 to avoid actual or potential conflicts of interest and must disclose any actual or potential conflicts to the Board. In addition, directors have an obligation to the Company to disclose to the Board an interest in any transaction or arrangement being considered by the Company. Where appropriate, the Board can approve such situations and apply provisions in order to manage conflicts. An established procedure is followed when deciding whether to authorise an actual or potential conflict of interest. Only independent directors (i.e. those with no interest in the matter being considered) can make these decisions and directors must act in good faith and in a way they consider most likely to promote the Company's success. The directors may, if appropriate, impose limits or conditions when granting approval. Directors' reported actual and potential conflicts of interest were reviewed by the Board at its July 2025 meeting. It also considers changes on an ad-hoc basis throughout the year. Authorised conflicts are reviewed at least every 15 months.

Non-financial reporting

The Company complies with regulations requiring disclosure of non-financial information to help investors and other stakeholders understand its development, performance and position, and the impact of its activities. The Audit Committee, which advises the Board on these matters, has concluded that the Company is compliant with the disclosure requirements.

The Annual Report includes key financial and non-financial KPIs that reflect the Group's strategic priorities and convey an understanding of the Group's culture and the drivers which help contribute to Compass' success. The non-financial and sustainability information statement on page 35 shows where non-financial information can be found.

Post-balance-sheet events

On 24 November 2025, a final dividend in respect of the financial year ended 30 September 2025 of 43.3 cents per share, $735 million (based on the issued share capital, excluding treasury shares as at 30 September 2025) in aggregate, was proposed.

Greenhouse gas emissions reporting

The Company reports its annual carbon emissions; these details on page 19 in the Purpose section of the Strategic Report, form part of the Directors' Report disclosures, and are incorporated by reference. Further details of actions to reduce emissions can also be found in the Purpose and TCFD sections on pages 18 and 19 and 26 to 34 respectively. The Annual Report is certified as a CarbonNeutral® publication in line with the CarbonNeutral Protocol. In order to achieve this certification we have supported an emissions reduction project to offset the emissions arising from the production, printing and delivery of this Report. This year, the Company has chosen to support community-based projects in Malawi and Bangladesh.

Task Force on Climate-related Financial Disclosures (TCFD)

The Company must state if it has made disclosures consistent with the TCFD's recommendations. If not, it must explain why and describe the steps being taken to do so in the future. Details are in the Strategic Report on pages 26 to 34 and form part of the Directors' Report disclosures and are incorporated by reference.

Donations and political expenditure

Charitable objectives support the Company's sustainability strategy and have primarily focused on the environment, health and wellbeing, community engagement, and responsible business practice. Donations have included employee involvement through fundraising and financial support.

Group charitable donations	$m
2025	**8.6**
2024	9.4

The Board has a policy of not giving cash contributions to any political party in the ordinary meaning of those words and has no plans to change this policy. No material amount of corporate funds or paid employee time were used for political activities this year. The Company's Code of Business Conduct does not permit employees to engage in any form of lobbying or have contact with political representatives, government employees or public interest groups unless they are doing so legitimately and adhering to internal control processes. Information on the CBC is on pages 16 and 53 and on the Company's website: www.compass-group.com.

CREST

The Company's ordinary shares are in CREST, and its bonds are in Euroclear and Clearstream, the settlement systems for securities.

Disclosures required under UKLR 6.6.1

There are no additional disclosures required under the FCA's Listing Rule UKLR 6.6.1. Details of long-term incentive plans are in the Directors' Remuneration Report on pages 61 to 79. Dividends waived by shareholders are on page 80.

AGM

The 2026 Notice of Meeting will be sent to shareholders as a separate document and posted on the Company's website: www.compass-group.com and also on the National Storage Mechanism at: https://data.fca.org.uk/#/nsm/nationalstoragemechanism.

On behalf of the Board

Alison Yapp
Group General Counsel and Company Secretary

24 November 2025

Compass Group PLC
Registered in England and Wales
Company no. 4083914

Directors' responsibilities statement

The Annual Report and Accounts comply with the Disclosure Guidance and Transparency Rules of the United Kingdom's Financial Conduct Authority and the UK Corporate Governance Code 2018 in respect of the requirements to produce an annual financial report.

The Annual Report and Accounts is the responsibility of, and has been approved by, the directors.

We confirm that to the best of our knowledge:

- the Annual Report and Accounts, taken as a whole, is fair, balanced and understandable and provides the information necessary for shareholders to assess the Group's position and performance, business model and strategy
- the financial statements, prepared in accordance with the applicable set of accounting standards, give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company and the undertakings included in the consolidation taken as a whole
- the Annual Report and Accounts includes a fair review of the development and performance of the business and the position of the Company, and the undertakings included in the consolidation taken as a whole, together with a description of the principal risks and uncertainties that they face

The directors have permitted the auditor to undertake whatever inspections it considers to be appropriate for the purpose of enabling the auditor to give its audit opinion.

On behalf of the Board

Alison Yapp
Group General Counsel and Company Secretary

24 November 2025

Statement of directors' responsibilities in respect of the Annual Report and the financial statements

The directors are responsible for preparing the Annual Report and the Group and Parent Company financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare Group and Parent Company financial statements for each financial year. Under that law they are required to prepare the Group financial statements in accordance with UK-adopted international accounting standards and applicable law and have elected to prepare the Parent Company financial statements in accordance with UK accounting standards and applicable law, including FRS 101 Reduced Disclosure Framework.

Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Group and Parent Company and of the Group's profit or loss for that period. In preparing each of the Group and Parent Company financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently
- make judgements and estimates that are reasonable, relevant, reliable and prudent
- for the Group financial statements, state whether they have been prepared in accordance with UK-adopted international accounting standards
- for the Parent Company financial statements, state whether applicable UK accounting standards have been followed, subject to any material departures disclosed and explained in the Parent Company financial statements
- assess the Group and Parent Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern
- use the going concern basis of accounting unless they either intend to liquidate the Group or the Parent Company or to cease operations, or have no realistic alternative but to do so

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Parent Company's transactions and disclose with reasonable accuracy at any time the financial position of the Parent Company, and enable them to ensure that its financial statements comply with the Companies Act 2006. They have a general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Group and to prevent and detect fraud and other irregularities.

Under applicable law and regulations, the directors are also responsible for preparing a Strategic Report, Directors' Report, Directors' Remuneration Report and Corporate Governance statement that comply with that law and those regulations.

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website. Legislation in the UK governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions. In accordance with Disclosure Guidance and Transparency Rules (DTR) 4.1.16R, the financial statements will form part of the annual financial report prepared under DTR 4.1.17R and 4.1.18R. The auditor's report on these financial statements provides no assurance over whether the annual financial report has been prepared in accordance with those requirements.

Disclosure of relevant audit information

The directors confirm that, so far as they are each aware, there is no relevant audit information of which the auditor, KPMG, is unaware and each director has taken all the steps that ought to have been taken as a director to be aware of any relevant audit information and to establish that KPMG is aware of that information.