SECTION 430 (2B) COMPANIES ACT 2006 STATEMENT REGARDING GARY GREEN

Mr Gary Green retired as a director of Compass Group PLC (the ***Company***) on 30 November 2023 but remains an employee of the Company on his existing terms of employment until 31 March 2024 (the ***Retirement Date***) in order to facilitate an orderly handover to his successor.

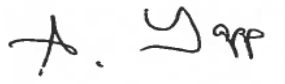
Mr Green is not entitled to any severance payment, notice pay or payment for loss of office.

Mr Green was employed throughout the 2022/23 financial year and was therefore entitled to an annual bonus for the 2022/23 financial year in the normal way. The amount of this bonus will be stated in the 2023 Directors' Remuneration Report with 1/3rd delivered as a deferred bonus share award. Mr Green will be entitled to participate in the 2023/24 bonus scheme for the period from 1 October 2023 to the Retirement Date with bonus being determined at the normal time and in the normal way, but with the entitlement pro-rated to the Retirement Date.

In order to comply with certain US tax rules, any bonus payment made to Mr Green following the Retirement Date will be paid entirely in cash without deferral into shares. For the same reason, in accordance with the rules of the plan Mr Green's existing deferred share awards will also vest and be settled at the Retirement Date. Mr Green will continue to be subject to the clawback provisions that apply in respect of deferred bonus.

Mr Green's unvested share awards under the Company's Long Term Incentive Plan (***LTIP***), will be preserved in accordance with the good leaver provisions of the LTIP, and will vest at the normal time subject to satisfaction of the performance conditions and a time pro rating adjustment to reflect the proportion of the applicable performance period that has passed at the time of the Retirement Date. Information relating to the vesting of shares under the LTIP will be included in the relevant Directors' Remuneration Report. The holding periods that apply to Mr Green's vested share awards under the LTIP will continue to apply.

Mr Green is subject to a post-employment shareholding requirement which requires him to retain shares that vest under his 2021/22 and 2022/23 LTIP awards for two years from his Retirement Date and to certain post termination restrictive covenants for a period of 18 months from the Retirement Date.



Alison Yapp
Group General Counsel and Company Secretary
30 November 2023