15 May 2017

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COMPASS GROUP PLC

PROPOSED SPECIAL DVIDEND OF £1 BILLION AND SHARE CAPITAL CONSOLIDATION

- Special dividend of 61 pence per existing ordinary share of 10 5/8 pence each in the capital of Compass Group PLC ("Existing Ordinary Share") (the "Shareholder Return")

- Consolidation of every 26 Existing Ordinary Shares into 25 new ordinary shares of 11 1/20 pence each ("New Ordinary Shares") (the "Share Capital Consolidation")

Further to the announcement made on 10 May 2017 (the "Announcement"), Compass Group PLC ("Compass" or the "Company") is today posting a circular (the "Circular") regarding the proposed Shareholder Return and Share Capital Consolidation to Compass shareholders ("Shareholders"), including notice of a general meeting to be held at 10.30 a.m. on Wednesday 7 June 2017 (the "General Meeting").

The Company intends to return 61 pence per Existing Ordinary Share to Shareholders on the register of members as at 6.00 p.m. on 26 June 2017 (the "Record Time"), which amounts to approximately £1 billion in aggregate. The Shareholder Return is being structured as a special dividend with a share consolidation.

Key highlights of the proposed Shareholder Return

- All Shareholders at the Record Time will be entitled to receive 61 pence per Existing Ordinary Share by way of a special dividend;

- The Shareholder Return and Share Capital Consolidation are conditional upon Shareholder approval which will be sought at the General Meeting and upon Admission of the New Ordinary Shares to the Official List of the United Kingdom Listing Authority and to trading on the London Stock Exchange plc's main market for listed securities; and

- It is expected that payment of the special dividend will be made on Monday 17 July 2017.

Share Capital Consolidation

Alongside the Shareholder Return, the Company proposes a consolidation of its ordinary share capital in order to maintain the market price for Compass shares at approximately the same level as prevailed immediately prior to the implementation of the Shareholder Return (subject to normal market fluctuations). Accordingly, Shareholders will receive 25 New Ordinary Shares in substitution for every 26 Existing Ordinary Shares held at the Record Time. The effect of this Share Capital Consolidation will be to reduce the number

of Compass shares in issue to reflect the return of 61 pence per Existing Ordinary Share to Shareholders under the Shareholder Return. However, Shareholders will own the same proportion of the Company as they did beforehand, subject to fractional entitlements. Any fractional entitlements to New Ordinary Shares resulting from the Share Capital Consolidation will be aggregated and sold in the market, with the net proceeds of sale being distributed pro rata to relevant Shareholders.

The Circular containing the full terms and conditions of the Shareholder Return and the Share Capital Consolidation, and a notice convening the General Meeting, together with a Form of Proxy, will be posted to Shareholders later today. A copy of the Circular will be submitted to the National Storage Mechanism and will shortly be available for inspection at: http://www.hemscott.com/nsm.do.

Copies of the Circular will be available for inspection at the Company's registered office, Compass House, Guildford Street, Chertsey, KT16 9BQ, United Kingdom and at the offices of Freshfields Bruckhaus Deringer LLP, 65 Fleet Street, London, EC4Y 1HS. A copy of the Circular will also be available on the Company's website at www.compass-group.com.

Terms used in this announcement but which are otherwise undefined have the same meanings as set out in the Circular.

This summary should be read in conjunction with the full text of the Announcement, including the cautionary statements therein, and the Circular.

Shareholder Helpline

If you have any questions about the Shareholder Return or Share Capital Consolidation, please call the Shareholder Helpline on 0800 280 2545 (from inside the United Kingdom) or +44 333 300 1568 (if calling from outside the United Kingdom) between 9.00 a.m. and 5.30 p.m. Monday to Friday (except UK public holidays). Calls to the Shareholder Helpline are free of charge from a BT landline. Costs for calls from mobile telephones and other network providers may vary. Calls to the Shareholder Helpline from outside the United Kingdom will be charged at the applicable international rates. Please note that calls may be recorded and monitored for security and training purposes. For legal reasons, the Shareholder Helpline will be unable to give advice on the merits of the Shareholder Return or to provide financial, investment or tax advice.

Enquiries to:

** Sandra Moura - Compass Group PLC Tel: +44 (0) 1932 573000

DETAILS OF THE PROPOSED SPECIAL DIVIDEND AND SHARE CAPITAL CONSOLIDATION

Shareholder Return

The Shareholder Return will involve the Company returning 61 pence per Existing Ordinary Share in the capital of the Company to Shareholders on the register of members as at 6.00 p.m. on 26 June 2017 (the "Record Time"), which amounts to approximately £1 billion in aggregate.

The Shareholder Return has been structured as a special dividend.

This structure has been chosen to complete the Shareholder Return because it treats all Shareholders equally regardless of the size of their existing shareholdings in the Company.

The Company's dividend reinvestment plan ("DRIP") will operate in relation to the Shareholder Return.

The Shareholder Return and Share Capital Consolidation is conditional upon Shareholder approval, which will be sought at a General Meeting to be held at 10.30 a.m. on Wednesday 7 June 2017 and upon Admission of the New Ordinary Shares to the Official List of the United Kingdom Listing Authority and to trading on the London Stock Exchange plc's main market for listed securities.

The Circular containing the full terms and conditions of the Shareholder Return, the Share Capital Consolidation and a notice convening the General Meeting, together with a Form of Proxy, will be posted to Shareholders today. The Circular will also be available on the Company's website at www.compass-group.com. A copy of the Circular will be submitted to the National Storage Mechanism and will shortly be available for inspection at: http://www.morningstar.co.uk/uk/NSM.

It is expected that the special dividend payment of 61 pence per Existing Ordinary Share will become payable on 17 July 2017.

Share Capital Consolidation

As mentioned above, the Shareholder Return is intended to result in the payment to Shareholders of approximately £1 billion in cash by the Company. It is anticipated that, there would, without a consolidation of the Company's ordinary share capital, be a decrease in the market price of the shares in the Company.

Accordingly, in order to maintain the market price for shares at approximately the same level as prevailed immediately prior to the implementation of the Shareholder Return (subject to normal market fluctuations), a consolidation of the Company's ordinary share capital is also proposed. As a result of the Share Capital Consolidation, Shareholders will hold 25 New Ordinary Shares in substitution for every 26 Existing Ordinary Shares held at the Record Time.

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Record Time for entitlement to Interim Dividend	6.00 p.m. on Friday 19 May 2017
Latest time and date for receipt of Forms of Proxy and CREST proxy instructions for the General Meeting	10.30 a.m. on Monday 5 June 2017
General Meeting	10.30 a.m. on Wednesday 7 June 2017
Expected date by which the DRIP will operate on the Existing Ordinary Shares by reference to the Interim Dividend payable on 19 June 2017	Monday 19 June 2017
Payment of Interim Dividend	Monday 19 June 2017
Latest time and date for dealings in Existing Ordinary Shares	4.30 p.m. on Monday 26 June 2017
Cancellation of trading in Existing Ordinary Shares	4.30 p.m. on Monday 26 June 2017
Record Time for entitlement to the Special Dividend and for the Share Consolidation. Share register of Existing Ordinary Shares closed and Existing Ordinary Shares disabled in CREST	6.00 p.m. on Monday 26 June 2017
Admission of New Ordinary Shares to the Official List and to trading on the London Stock Exchange's main market for listed securities and commencement of dealings in New Ordinary Shares	By or as soon as practicable after 8.00 a.m. on Tuesday 27 June 2017
CREST accounts credited with New Ordinary Shares	By or as soon as practicable after 8.00 a.m. on Tuesday 27 June 2017
Special Dividend and fractional entitlement payments issued by cheque, BACS or by way of a CREST credit	Monday 17 July 2017
Despatch of share certificates in respect of New Ordinary Shares	Monday 17 July 2017
Expected date by which the DRIP will operate by reference to the Special Dividend	Monday 17 July 2017

Notes:

All time references above are to London, United Kingdom ("UK") time.

These dates are given on the basis of the Board's current expectations and are subject to change. If any of the above times and/or dates change, the revised times and/or dates will be notified to Shareholders by

announcement through a Regulatory Information Service and will be available on www.compass-group.com.

All events in the timetable following the General Meeting (other than the expected date by which the DRIP will operate on the Existing Ordinary Shares by reference to the Interim Dividend and the payment of the Interim Dividend) are conditional upon approval of Resolution 1 in the General Meeting. All events in the timetable from Admission of the New Ordinary Shares are also conditional upon Admission occurring.

TAX

A guide to certain taxation consequences of the Shareholder Return for certain categories of UK resident Shareholders of the Shareholder Return under current English law and HM Revenue & Customs' practice and a summary of certain United States federal income tax consequences for certain US Shareholders under current United States federal income tax law are set out in Part III of the Circular.

Shareholders who are subject to tax in a jurisdiction other than the United Kingdom or the United States, or who are in any doubt as to the potential tax consequences of the Shareholder Return, should consult an appropriate professional adviser.

RECOMMENDATION TO SHAREHOLDERS

The Board, who have received financial advice from N M Rothschild & Sons Limited, consider that the Resolutions to be proposed at the General Meeting (as set out in the Notice of General Meeting in Part V of the Circular) which give effect to the Shareholder Return are in the best interests of the Shareholders of Compass Group PLC as a whole. In providing financial advice to the Board, Rothschild has relied upon the Board's commercial assessment of the Shareholder Return. Accordingly, the Board unanimously recommends that Shareholders vote in favour of all the Resolutions, as each Director intends to do in respect of their own beneficial holdings over which they have voting control in their personal capacity, amounting in aggregate to 1,613,462 Existing Ordinary Shares, representing approximately 0.0981 per cent of the total issued share capital of the Company (excluding treasury shares) as at Friday 12 May 2017 (being the last practicable date prior to the publication of the Circular).

Shareholder Helpline

If you have any questions about the Shareholder Return or Share Capital Consolidation, please call the Shareholder Helpline on 0800 280 2545 (from inside the United Kingdom) or +44 333 300 1568 (if calling from outside the United Kingdom) between 9.00 a.m. and 5.30 p.m. Monday to Friday (except UK public holidays). Calls to the Shareholder Helpline are free of charge from a BT landline. Costs for calls from mobile telephones and other network providers may vary. Calls to the Shareholder Helpline from outside the United Kingdom will be charged at the applicable international rates. Please note that calls may be recorded and monitored for security and training purposes. For legal reasons, the Shareholder Helpline will be unable to give advice on the merits of the Shareholder Return or to provide financial, investment, or tax advice.

Cautionary Statements

The release, publication or distribution of this announcement in jurisdictions other than the United Kingdom may be restricted by law and, therefore, any persons who are subject to the laws of any jurisdiction other than the United Kingdom should inform themselves about, and observe, any applicable restrictions or requirements. Any failure to comply

with these restrictions may constitute a violation of the securities laws of such jurisdictions. This announcement has been prepared for the purposes of complying with English law and the Listing Rules and the information disclosed may not be the same as that which would have been disclosed if this announcement had been prepared in accordance with the laws and regulations of any jurisdiction outside of the United Kingdom.

N M Rothschild & Sons ("Rothschild") is acting as financial adviser to the Company in relation to the Shareholder Return by way of Special Dividend with a Share Capital Consolidation. Rothschild is authorised and regulated in the United Kingdom by the Financial Conduct Authority. Rothschild is acting exclusively for the Company and for no one else in connection with the matters described in this announcement and is not advising or acting for and is not, and will not be, responsible to anyone other than the Company for providing the protections afforded to clients of Rothschild, or for providing advice in connection with the matters referred to or contained in this announcement.

Apart from the responsibilities and liabilities, if any, which may be imposed on Rothschild by the Market Abuse Regulation, FSMA or the regulatory regime established thereunder or otherwise by any laws or regulations, Rothschild do not accept any responsibility or liability whatsoever for the contents of this announcement and no representations, express or implied, except as expressly set out herein are made by Rothschild in relation to the contents of this announcement, including its accuracy, completeness or verification or for any other statement made or purported to be made by Rothschild, or on behalf of Rothschild, in connection with the Company or the matters described in this announcement. To the fullest extent possible Rothschild accordingly disclaims all and any liability whether arising in tort, contract or otherwise (save as referred to above) which they might otherwise have in respect of this announcement or any such statement.

Application will be made to the UK Listing Authority and the London Stock Exchange, respectively, for the New Ordinary Shares resulting from the proposed Share Capital Consolidation to be admitted to the Official List and to trading on the London Stock Exchange's main market for listed securities in place of the Existing Ordinary Shares. It is expected that dealings in the Existing Ordinary Shares will continue until 4.30 p.m. on Monday 26 June 2017 and that Admission of the New Ordinary Shares will become effective and dealings in them will commence on the main market of the London Stock Exchange by or as soon as practicable after 8.00 a.m. on Tuesday 27 June 2017.

This announcement includes (or may include) statements that are, or may be deemed to be, "forward looking statements". These forward looking statements can be identified by the use of forward looking terminology, including the terms "believes", "estimates", "plans", "projects", "anticipates", "expects", "intends", "may", "will", or "should" or, in each case, their negative or other variations or comparable terminology, or by discussions of strategy, plans, objectives, goals, future events or intentions. These forward looking statements include all matters that are not historical facts. They appear in a number of places throughout this announcement and include, but are not limited to, statements regarding the Group's intentions, beliefs or current expectations concerning, among other things, the Group's results of operations, financial position, prospects, growth, strategies and the industry in which it operates. By their nature, forward looking statements involve risk and uncertainty because they relate to future events and circumstances. Forward looking statements are not guarantees of future performance and the actual results of the Group's operations and financial position, and the development of the markets and the industry in which the Group operates, may differ materially from those described in, or

suggested by, the forward looking statements contained in this announcement. In addition, even if the results of operations, financial position and the development of the markets and the industry in which the Group operates are consistent with the forward looking statements contained in this announcement, those results or developments may not be indicative of results or developments in subsequent periods. A number of factors could cause results and developments to differ materially from those expressed or implied by the forward looking statements including, without limitation, general economic and business conditions, industry trends, competition, changes in regulation, currency fluctuations, changes in its business strategy, political and economic uncertainty and other factors. Statements contained in this announcement regarding past trends or activities should not be taken as a representation that such trends or activities will continue.

Forward looking statements may, and often do, differ materially from actual results. Any forward looking statements in this announcement speak only as of their respective dates, reflect the Group's current view with respect to future events and are subject to risks relating to future events and other risks, uncertainties and assumptions relating to the Group's operations, results of operations and growth strategy. Subject to the requirements of the Financial Conduct Authority, the London Stock Exchange, the Listing Rules and the Disclosure Guidance and Transparency Rules (and/or any regulatory requirements) or applicable law, the Group explicitly disclaims any obligation or undertaking publicly to release the result of any revisions to any forward looking statements in this announcement that may occur due to any change in the Group's expectations or to reflect events or circumstances after the date of this announcement.

Notes to Editors

Compass Group PLC is a world-leading food and support services company, which generated annual revenues of £19.6 billion in the year to 30 September 2016. It operates in over 50 countries, employs over 500,000 people and serves over 5 billion meals every year. The Company specialises in providing food and a range of support services across the core sectors of Business & Industry, Healthcare & Seniors, Education, Defence, Offshore & Remote, Sports & Leisure and Vending with an established brand portfolio.

Ends