COMPASS GROUP

Company number 4083914

Notice of Annual General Meeting

Thursday 4 February 2021



Ian Meakins
Chairman

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to the action you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent financial advisor authorised under the Financial Services and Markets Act 2000. If you have sold or otherwise transferred all your shares in Compass Group PLC, please send this Notice and the accompanying documents to the purchaser or transferee, or to the person who arranged the sale or transfer so that they can pass these documents to the person who now holds the shares.

DEAR SHAREHOLDER

The 2021 Annual General Meeting (the Meeting) (the AGM) of Compass Group PLC (the Company) will be held at Compass House, Guildford Street, Chertsey, Surrey KT16 9BQ on Thursday 4 February 2021 at 10.00 am.

2021 AGM ARRANGEMENTS IN RESPECT OF COVID-19

Who may attend?

Due to the current UK Government restrictions on public gatherings and associated social distancing measures in response to COVID-19, and to ensure that we protect the health and safety of our shareholders, directors and people, the Company's AGM will be a closed meeting.

Shareholders should not attend the AGM in person and anyone attempting to do so will be refused entry.

How to participate

We consider the AGM to be an important part of our shareholder engagement and to ensure that we retain shareholder transparency, we have arranged an electronic facility which enables you to participate in the Meeting online. This can be done by downloading the dedicated Lumi AGM app or by accessing the AGM website, https://web.lumiagm.com. Full details of how to participate are set out on page 16 of this document.

The measures being taken by the UK Government to help contain the spread of COVID-19 are subject to change. Please check the Company's website www.compass-group.com in advance of the Meeting in case there are further changes to the arrangements for the AGM.

How to vote

Your vote is important to us. **As you cannot attend in person, we strongly encourage you to vote in advance by appointing the Chairman as your proxy.** Given the government restrictions currently in force, voting by appointing the Chairman of the Meeting as your proxy in advance of the AGM is likely to be the only practical way that you will be able to exercise your vote at the 2021 AGM. Our registrar, Link Asset Services, must receive your online or postal proxy appointment and voting instructions by 10.00 am on Tuesday 2 February 2021 at the latest to ensure that your vote is counted. Details of how to submit a proxy are set out on page 13 of this document.

How to ask questions

Questions for the Board can be submitted in advance or at the Meeting through the Lumi platform. To enable the Board to answer as many shareholder questions as possible, we strongly encourage you to submit questions in advance of the Meeting. Pre-submitted questions can be emailed to investor.relations@compass-group.com or posted to the Group Secretariat, Compass House, Guildford Street, Chertsey, Surrey KT16 9BQ, UK and should be submitted by 10.00 am on Tuesday 2 February 2021. More details of how to submit questions can also be found on the Company's website www.compass-group.com. A full transcript of the questions asked at the Meeting and the answers will be made available on the Company's website as soon as practicable following the conclusion of the Meeting.

BUSINESS OF THE MEETING

The formal notice of the AGM is set out on pages 6 to 16. Full details of the resolutions to be proposed at the AGM are contained in the explanatory notes on pages 8 to 12 of this document. The majority of the resolutions are those that are dealt with as a matter of course at each annual general meeting of the Company.

Resolution 2 deals with the vote on the proposed directors' remuneration policy for the 2021-2024 period, which determines the composition of the remuneration of our executive directors. The remuneration policy which is currently in operation was last approved at the 2018 AGM, and we are required to put our remuneration policy to shareholders for a binding vote every three years. Following extensive engagement with many of our major institutional shareholders, it was determined that executive director remuneration arrangements continue to be appropriate and, as a result, the proposed policy is a development of and does not materially differ from the existing policy. Details of the proposed policy are set out in the Directors' Remuneration Report in the 2020 Annual Report on pages 130 to 139.

Resolution 22, which is a special resolution, is being proposed in order to adopt amended articles of association. The amendments regarding shareholder meetings are intended to provide sufficient flexibility to ensure that general meetings can continue to be held effectively in circumstances where attendance at physical meetings is limited or prohibited for reasons outside the Company's control (as is the case for this AGM). The changes would allow for general meetings to be held partly through electronic facilities (hybrid general meetings) but do not allow the Company to hold wholly virtual general meetings without a physical location for shareholders to attend. The remaining changes are to bring the articles up to date with current legal requirements and best practice.

DIVIDENDS

During the year, in consideration of the impact the COVID-19 pandemic has had on our business, the Board took the difficult decision not to recommend the payment of an interim or final dividend for the year ended 30 September 2020. We recognise the importance of a dividend to our shareholders and we will keep future dividends under review and will restart payments when it is appropriate to do so.

BOARD RECOMMENDATIONS

The directors believe that each of the proposed Resolutions to be considered at the AGM is in the best interests of the Company and its shareholders as a whole, and recommend that all shareholders vote in favour of all Resolutions, as they intend to do in respect of their own shareholdings. The results of the voting on all Resolutions will be announced via the Regulatory News Service and published on our website as soon as practicable following the conclusion of the AGM.

I regret that I will not be able to meet you in person at the forthcoming AGM and look forward to the opportunity to do so at future meetings.

Yours faithfully



Ian Meakins
Chairman

14 December 2020

Our Board



IAN MEAKINS
Chairman



DOMINIC BLAKEMORE
Group Chief Executive Officer



GARY GREEN
Group Chief Operating Officer,
North America



KAREN WITTS
Group Chief Financial Officer



JOHN BASON
Senior Independent Director



CAROL ARROWSMITH
Non-executive director



STEFAN BOMHARD
Non-executive director



JOHN BRYANT
Non-executive director



ANNE-FRANCOISE NESMES
Non-executive director



NELSON SILVA
Non-executive director



IREENA VITTAL
Non-executive director

IAN MEAKINS
Chairman

C **N**

Joined the Board as a non-executive director on 1 September 2020 and succeeded Paul Walsh as Chairman of the Board and Nomination Committee on 1 December 2020.
Key skills and competencies
Ian is an experienced Chairman and former CEO with a strong background in B2B and B2C across a variety of sectors in global organisations.
Current external appointments
Ian is non-executive Chairman of Rexel SA.
Previous experience
Ian was formerly CEO of Wolseley plc, prior to which he was CEO of Travelex Holdings Ltd, having joined that company from Alliance UniChem plc where he served as CEO until its merger with Boots in July 2006. Prior to this, he held senior roles at Diageo plc, rising to President of European Major Markets and Global Supply, and was a Founding Partner of Kalchas Group (management consulting). Ian started his career in senior roles with Bain & Company and Procter & Gamble. He is a former non-executive director of O2 plc and a former non-executive director and SID of Centrica plc. He was formerly non-executive Chairman of The Learning Network BV.

DOMINIC BLAKEMORE
Group Chief Executive Officer

C **E** **G**

Joined the Board in February 2012. Dominic previously held the roles of Group Finance Director, Group Chief Operating Officer, Europe and Deputy Group CEO. He assumed the role of Group CEO in January 2018.
Key skills and competencies
Dominic has extensive financial management experience in a number of international businesses together with general operational management experience. He is a chartered accountant.
Current external appointments
Dominic joined the board of London Stock Exchange Group as a non-executive director in January 2020 and is Chairman of their Audit Committee. Dominic is also a member of the Council of University College London.
Previous experience
Dominic was formerly non-executive director of Shire plc and Chief Financial Officer of Iglo Foods Group Limited. Before joining Iglo Dominic was European Finance & Strategy Director at Cadbury Plc having previously held senior finance roles at that company. Prior to that Dominic was a director at PricewaterhouseCoopers LLP.

GARY GREEN
Group Chief Operating Officer, North America

E **G**

Joined the Board in January 2007. Appointed Group Chief Operating Officer, North America in April 2012.
Key skills and competencies
Gary brings strong business and operational leadership as well as business development and wide ranging sales experience. Gary is a chartered accountant and in 2001 received an honorary doctorate from Johnson & Wales University in the USA.
Current external appointments
None.
Previous experience
Gary joined the Group in 1986 in a senior finance role in the UK and became a UK director in 1992. He relocated to the USA in 1994 as Chief Finance Officer of the Group's North American business and in 1999 became Chief Executive Officer, North America.

KAREN WITTS
Group Chief Financial Officer

C **D** **E** **G** **T**

Joined the Board as Group Chief Financial Officer in April 2019.
Key skills and competencies
Karen is an experienced Chief Financial Officer with a strong background in finance and management across a variety of sectors in global organisations. Karen is a chartered accountant.
Current external appointments
None.
Previous experience
Karen was previously Group Chief Financial Officer of Kingfisher PLC and a member of the board of directors for over six years. Prior to that, she held senior finance positions at Vodafone Group PLC and BT PLC. Karen is a former non-executive director and the Audit Committee Chair of Imperial Brands PLC, and a former non-executive director of Wolseley plc. Karen's early career included finance roles at Mars, Paribas, Grand Metropolitan and Ernst & Whinney.

JOHN BASON
Senior Independent Director

A **C** **N** **R**

Appointed to the Board in June 2011. Appointed SID in June 2018. Will step down as SID, Chairman of the Audit Committee and as a member of the Audit and Remuneration Committees following the conclusion of the AGM on 4 February 2021.
Key skills and competencies
John brings significant financial and international experience to the Board, gained from his long career with major global businesses. John is a chartered accountant.
Current external appointments
Finance Director of Associated British Foods plc and Chairman of the charity FareShare.
Previous experience
John was previously Finance Director of Bunzl plc and is a former trustee of Voluntary Service Overseas.

BOARD COMMITTEE MEMBERSHIP

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 Committee
● Committee Chairman
★ Designated NED for workforce engagement

CAROL ARROWSMITH
Non-executive director

A C N **R**

Appointed to the Board in June 2014.
Key skills and competencies
Carol brings extensive advisory experience, especially of advising boards on executive remuneration across a range of sectors. Carol is a Fellow of the Chartered Institute of Personnel and Development.
Current external appointments
Non-executive director of Centrica plc and Vivo Energy PLC, director and trustee of Northern Ballet Limited and director of Arrowsmith Advisory Limited. Member of the Advisory Group for Spencer Stuart.
Previous experience
Carol is a former partner and advisor of Deloitte LLP and was Vice Chairman of their UK business and former director of the Remuneration Consultants Group and non-executive director of TMF Group Limited.

STEFAN BOMHARD
Non-executive director

A C N R

Appointed to the Board in May 2016.
Key skills and competencies
Stefan brings extensive experience of working in international environments, particularly relating to the operation, sales and marketing of well-known consumer food and drink brands.
Current external appointments
Chief Executive Officer of Imperial Brands PLC.
Previous experience
Stefan is the former CEO of Inchcape plc and before that was Regional President, Europe, Geneva at Bacardi Martini for five years and held a number of worldwide senior positions at Cadbury Plc, Unilever PLC, Diageo plc, Burger King and Procter & Gamble.

JOHN BRYANT
Non-executive director

A C N R

Appointed to the Board in September 2018. Will succeed John Bason as SID following the conclusion of the AGM on 4 February 2021.
Key skills and competencies
John brings over 30 years' experience to the Board with a particular focus on finance, operations, M&A, strategy and portfolio transformation.
Current external appointments
Non-executive director of Ball Corporation and Macy's Inc. John will join the board of Coca-Cola European Partners plc as a non-executive director with effect from 1 January 2021.
Previous experience
John is the former Chairman and CEO of global consumer goods company Kellogg. Prior to joining Kellogg in 1998, John held strategic and operational roles in several companies, worldwide.

ANNE-FRANCOISE NESMES
Non-executive director

A C N R

Appointed to the Board in July 2018. Will succeed John Bason as Chairman of the Audit Committee following the conclusion of the AGM on 4 February 2021.
Key skills and competencies
Anne-Francoise has a wealth of experience in finance and accounting gained in international organisations with a strong focus on strategy, M&A and governance. Anne-Francoise is a chartered management accountant.
Current external appointments
Chief Financial Officer of Smith + Nephew Plc.
Previous experience
Anne-Francoise is the former Chief Financial Officer of Merlin Entertainments Ltd and Dechra Pharmaceuticals PLC and also held a number of senior finance roles during her 16 year tenure at GlaxoSmithKline.

NELSON SILVA
Non-executive director

A **C** N R

Appointed to the Board in July 2015.
Key skills and competencies
Nelson has considerable executive management experience in a variety of senior leadership roles within major international companies, with a particular focus on Brazil.
Current external appointments
Non-executive director of Nutrien Ltd, Cosan Limited and Altera Infrastucture L.P. (private company) and an advisor to Appian Capital Advisory LLP and HSB Solomon Associates LLP.
Previous experience
Nelson was formerly an executive director of Petróleo Brasileiro S.A. and President of the Aluminium business unit at BHP Billiton, based in the UK. Prior to joining BHP Billiton, Nelson held a number of senior positions at Vale, including Sales and Marketing Director based in Belgium, Japan and Brazil. Nelson was also Managing Director of Embraer for Europe and Africa, based in France, and Chief Executive Officer of All Logistica in Argentina.

IREENA VITTAL
Non-executive director

A C N R

Appointed to the Board in July 2015. Designated NED for workforce engagement, effective October 2019 for a period of two years.
Key skills and competencies
Ireena brings strong advisory, business and operational experience across a variety of retail businesses, with a particular focus on India.
Current external appointments
Non-executive director of Diageo plc, Godrej Consumer Products Limited, WIPRO Limited and Housing Development Finance Corporation Limited.
Previous experience
Ireena was formerly a non-executive director of Titan Company Limited, The Indian Hotels Company Limited, Cipla Limited, Tata Global Beverages Limited, Tata Industries, Zomato Media Private Limited, GlaxoSmithKline Consumer Healthcare and Axis Bank Limited, Head of Marketing and Sales at Hutchinson Max Telecom and partner at McKinsey and Company.

Compass Group PLC
Notice of Annual General Meeting 2021

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the Meeting) of Compass Group PLC (the Company) will be held at Compass House, Guildford Street, Chertsey, Surrey KT16 9BQ on Thursday 4 February 2021 at 10.00 am to consider and, if thought fit, to pass Resolutions 1 to 18 as ordinary resolutions and Resolutions 19 to 23 as special resolutions:

ORDINARY RESOLUTIONS

Annual Report and Accounts

1. To receive and adopt the Directors' Annual Report and Accounts and the Auditor's Report thereon for the financial year ended 30 September 2020.

Directors' Remuneration Policy

2. To receive and adopt the Remuneration Policy set out on pages 130 to 139 of the Directors' Remuneration Report contained within the Annual Report and Accounts for the financial year ended 30 September 2020, such Remuneration Policy to take effect from the date on which this Resolution is passed.

Directors' Remuneration Report

3. To receive and adopt the Directors' Remuneration Report (other than the Remuneration Policy referred to in Resolution 2 above) for the financial year ended 30 September 2020.

Election and re-election of directors

4. To elect Ian Meakins as a director of the Company.
5. To re-elect Dominic Blakemore as a director of the Company.
6. To re-elect Gary Green as a director of the Company.
7. To re-elect Karen Witts as a director of the Company.
8. To re-elect Carol Arrowsmith as a director of the Company.
9. To re-elect John Bason as a director of the Company.
10. To re-elect Stefan Bomhard as a director of the Company.
11. To re-elect John Bryant as a director of the Company.
12. To re-elect Anne-Francoise Nesmes as a director of the Company.
13. To re-elect Nelson Silva as a director of the Company.
14. To re-elect Ireena Vittal as a director of the Company.

External auditor's reappointment and remuneration

15. To reappoint KPMG LLP as the Company's auditor until the conclusion of the next Annual General Meeting of the Company.
16. To authorise the Audit Committee to agree the auditor's remuneration.

Political donations

17. To authorise the Company and any company which is, or becomes, a subsidiary of the Company during the period to which this Resolution relates, to:

    17.1 make donations to political parties or independent election candidates;

    17.2 make donations to political organisations other than political parties; and

    17.3 incur political expenditure, during the period commencing on the date of this Resolution and ending on the date of the Company's next Annual General Meeting, provided that any such donations and expenditure made by the Company, or by any such subsidiary, shall not exceed £100,000 per company and, together with those made by any such subsidiary and the Company, shall not exceed in aggregate £100,000.

    Any terms used in this Resolution 17 which are defined in Part 14 of the Companies Act 2006 shall bear the same meaning for the purposes of this Resolution.

Directors' authority to allot shares

18. 18.1 To renew the power conferred on the directors by article 12 of the Company's articles of association for a period expiring at the end of the next Annual General Meeting of the Company after the date on which this Resolution is passed or, if earlier, at close of business on 3 May 2022; and for that period the section 551 amount shall be £65,703,300.

    18.2 In addition, the section 551 amount shall be increased by £65,703,300 for a period expiring at the end of the next Annual General Meeting of the Company after the date on which this Resolution is passed, provided that the directors' power in respect of such latter amount shall only be used in connection with a rights issue:

    18.2.1 to holders of ordinary shares in proportion (as nearly as may be practicable) to their existing holdings; and

    18.2.2 to holders of other equity securities as required by the rights of those securities or as the directors otherwise consider necessary,

    and that the directors may impose any limits or restrictions and make any arrangements which they consider necessary to deal with fractional entitlements, legal or practical problems under the laws of, or the requirements of, any relevant regulatory body or stock exchange, any territory, or any matter whatsoever.

SPECIAL RESOLUTIONS

Disapplication of pre-emption rights

19. To authorise the directors, subject to the passing of Resolution 18, and in accordance with the power conferred on the directors by article 13 of the Company's articles of association, to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that Resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such authority to be limited:

    19.1 to allotments for rights issues and other pre-emptive issues; and

19.2 to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph 19.1 above) up to a nominal amount of £9,855,827 being not more than 5% of the issued ordinary share capital (excluding treasury shares) of the Company as at 2 December 2020, being the last practicable date prior to the publication of this Notice,

such authority to expire at the end of the next Annual General Meeting of the Company, or, if earlier, at the close of business on 3 May 2022, but in each case, prior to the expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

20. To authorise the directors subject to the passing of Resolution 18 and in accordance with the power conferred on the directors by article 13 of the Company's articles of association and in addition to any authority granted under Resolution 19 to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that Resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such authority to be:

20.1 limited to the allotment of equity shares or sale of treasury shares up to a nominal amount of £9,855,827 being not more than 5% of the issued ordinary share capital (excluding treasury shares) of the Company as at 2 December 2020, being the last practicable date prior to the publication of this Notice;

20.2 used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice,

such authority to expire at the end of the next Annual General Meeting of the Company or, if earlier, at close of business on 3 May 2022, but in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

Purchase of own shares

21. To generally and unconditionally authorise the Company, pursuant to and in accordance with section 701 of the Companies Act 2006, to make market purchases (within the meaning of section 693(4) of that Act) of ordinary shares of 11$\frac{1}{20}$ pence each in the capital of the Company subject to the following conditions:

21.1 the maximum aggregate number of ordinary shares hereby authorised to be purchased is 178,386,000;

21.2 the minimum price (excluding expenses) which may be paid for each ordinary share is 11$\frac{1}{20}$ pence;

21.3 the maximum price (excluding expenses) which may be paid for each ordinary share in respect of a share contracted to be purchased on any day, does not exceed the higher of (1) an amount equal to 105% of the average of the middle market quotations for an ordinary share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the purchase is made and (2) the higher of the price of the last independent trade and the highest current independent bid for an ordinary share as derived from the London Stock Exchange Trading System; and

21.4 this authority shall expire, unless previously renewed, varied or revoked by the Company, at the conclusion of the next Annual General Meeting of the Company or close of business on 3 August 2022, whichever is the earlier (except in relation to the purchase of ordinary shares, the contract for which was concluded prior to the expiry of this authority and which will or may be executed wholly or partly after the expiry of this authority).

Adoption of New Articles of Association

22. To adopt, subject to and with effect from the passing of this Resolution 22, the amended articles of association of Compass Group PLC as tabled at the Meeting and initialed by the Chairman for the purposes of identification marked as the New Articles (the New Articles) in substitution for, and to the exclusion of, all existing articles of association of Compass Group PLC.

Notice of meetings other than Annual General Meetings

23. To authorise the directors to call a general meeting of the Company, other than an Annual General Meeting, on not less than 14 clear working days' notice, provided that this authority shall expire at the conclusion of the next Annual General Meeting of the Company after the date of the passing of this Resolution.

Voting on all Resolutions will be by way of a poll.

By Order of the Board



Alison Yapp
Group General Counsel and Company Secretary

14 December 2020

Registered Office:
Compass House
Guildford Street
Chertsey
Surrey KT16 9BQ
Registered in England and Wales No. 4083914

EXPLANATORY NOTES TO THE RESOLUTIONS

RESOLUTION 1 – ANNUAL REPORT AND ACCOUNTS

The directors are required to present to the AGM the audited Accounts and the Directors' and Auditor's Reports for the financial year ended 30 September 2020.

RESOLUTION 2 – DIRECTORS' REMUNERATION POLICY

In accordance with section 439A of the Companies Act 2006, a Resolution on the Remuneration Policy part of the Directors' Remuneration Report is required to be put to a vote by shareholders. The vote is binding which means that payments cannot be made under the Policy until it has been approved by shareholders. The Remuneration Policy must be put to shareholders for approval at least every three years, unless during that time it is to be changed.

The Policy was last approved at the 2018 AGM, so a new policy is being tabled for approval at the 2021 AGM. Resolution 2 is therefore an ordinary resolution to approve the new Directors' Remuneration Policy, which is set out in full on pages 130 to 139 of the 2020 Annual Report and Accounts. If approved, this Policy will take effect from the passing of Resolution 2, and will remain valid until replaced by a new or amended Policy (expected to occur at the 2024 Annual General Meeting of the Company). The new Directors' Remuneration Policy does not differ materially from that previously approved in 2018. In particular, it is proposed that the Company retain the existing remuneration structure of base salary, an annual cash bonus, and a long term incentive awarded in performance shares.

RESOLUTION 3 – DIRECTORS' REMUNERATION REPORT

In accordance with section 439 of the Companies Act 2006, shareholders are also requested to approve the Directors' Remuneration Report. The Directors' Remuneration Report is set out on pages 140 to 153 of the 2020 Annual Report and Accounts. The vote is advisory.

RESOLUTIONS 4 TO 14 – ELECTION AND RE-ELECTION OF DIRECTORS

In accordance with the UK Corporate Governance Code 2018 (the Code), all the directors will submit themselves for annual election or re-election by shareholders. Biographical details of all the directors standing for election and re-election appear on pages 4 and 5 of this Notice. Having conducted an evaluation during the year, it is considered that the performance of each of the directors continues to be effective and each director demonstrates commitment to the role and has sufficient time to meet his or her commitment to the Company. In line with the recommendations of the Code, the Board has outlined the reasons why each Board member provides a valuable contribution to the success of the Board as a whole, and why each new Board member should be elected and incumbent Board members should be re-elected as directors of the Company.

RESOLUTION 4 – ELECTION OF IAN MEAKINS

Ian Meakins joined the Board on 1 September 2020 and was appointed as Chairman of the Board on 1 December 2020. Ian was selected from a shortlist of highly capable industry leaders as he demonstrates both the personal leadership qualities and skills required from a successful board chairman and has the relevant experience, knowledge and insight necessary to augment and complement those already on the Board. Ian is a strong supporter of high standards of corporate governance and firmly believes that the culture of a business derives from the influence and behaviour of its leadership. He has a successful track record as the former CEO of a number of global businesses and brings broad sector experience, with an emphasis on B2B and B2C environments. Ian also has substantial UK listed company experience.

RESOLUTION 5 – RE-ELECTION OF DOMINIC BLAKEMORE

Dominic Blakemore is the Group Chief Executive Officer and joined the Board in February 2012. Prior to his appointment as Group CEO in January 2018, Dominic was the Group Finance Director and Group Chief Operating Officer, Europe and Deputy CEO. During his time with the Company, Dominic has built up extensive knowledge and experience of the operations and management of Compass and is a seasoned and highly capable business leader. Since becoming Group CEO, Dominic has driven the delivery of the Company's strategy to refocus on Compass' core competencies and markets, leveraging the expertise and professionalism of the workforce to drive the performance of the business for the long term benefit of its stakeholders.

RESOLUTION 6 – RE-ELECTION OF GARY GREEN

Gary Green is the Group Chief Operating Officer, North America, and has been a member of the Board since January 2007. Gary joined the Group in 1986 in a senior finance role, relocating to North America in 1994 and becoming Chief Executive Officer, North America in 1999. Under Gary's leadership, the North American business has been transformed to become the major contributor to Group revenues. A highly experienced business leader, Gary brings extensive commercial and financial acumen to Board debate and decision making.

RESOLUTION 7 – RE-ELECTION OF KAREN WITTS

Karen Witts is the Group Chief Financial Officer of the Company and joined the Board in April 2019. Karen has considerable experience in finance, management and leadership gained in a number of global organisations across a variety of sectors. During what has been a challenging year, Karen has provided valuable guidance and insight to the Board and Audit Committee, safeguarding the resilience of the Company's financial arrangements and ensuring that it remains well placed to take advantage of future opportunities as they arise, whilst maintaining the highest standards of financial oversight and reporting.

RESOLUTION 8 – RE-ELECTION OF CAROL ARROWSMITH

Carol Arrowsmith is Chair of the Remuneration Committee and an independent Non-executive director. Carol was appointed to the Board in June 2014 and brings extensive advisory experience to the Board, especially on executive remuneration across a range of sectors. She is a Fellow of the Chartered Institute of Personnel and Development. Carol is an advocate of transparent and equitable remuneration practices.

RESOLUTION 9 – RE-ELECTION OF JOHN BASON

John Bason is the Senior Independent Director and Chairman of the Audit Committee. John joined the Board in June 2011. He is a chartered accountant and brings significant financial and international experience gained from his long career with major global businesses. John is the Finance Director of Associated British Foods plc and Chairman of the charity FareShare, and previously held the role of Finance Director of Bunzl plc. The Board is recommending that John is re-elected as a director (and as a member of the Nomination and Corporate Responsibility Committees) for a limited period to maintain continuity on the Board during the transition to the new Chairman following a very challenging year and to assist with the transition of his successors as SID and Chairman of the Audit Committee. Notwithstanding his tenure, the Board considers that John remains independent, demonstrated by his willingness to challenge management and display independent thought and judgement. John is a trusted advisor to the independent non-executive directors and the Chairman, and we hope that you will join the Board in supporting his re-election. John will be stepping down as SID and as a member and the Chairman of the Audit Committee and as a member of the Remuneration Committee at the conclusion of the 2021 AGM. John does not intend to seek re-election at the 2022 AGM.

RESOLUTION 10 – RE-ELECTION OF STEFAN BOMHARD

Stefan Bomhard is an independent Non-executive director and was appointed to the Board in May 2016. Stefan's background as Chief Executive Officer of Imperial Brands PLC and former Chief Executive Officer of Inchcape plc, and his extensive experience of working in international environments, particularly relating to the operation, sales and marketing of well-known consumer food and drink brands, makes him an invaluable source of experience and knowledge, particularly in respect of European markets.

RESOLUTION 11 – RE-ELECTION OF JOHN BRYANT

John Bryant is an independent Non-executive director and was appointed to the Board in September 2018. John brings over 30 years' experience to the Board with a particular focus on finance, operations, M&A, strategy and portfolio transformation. John is the former Chairman and CEO of global consumer goods company Kellogg. He has extensive experience in leadership, management and operations in North American markets. Prior to joining Kellogg in 1998, John held strategic and operational roles in several companies, worldwide. Mr Bryant will succeed John Bason as the Senior Independent Director at the conclusion of the 2021 AGM. In considering his appointment to the role the Board considered the qualities, skills and experience required for the position including a strong record of working within listed company boards, excellent knowledge of the associated regulatory and governance regime and of the Company's investor base, and the required level of seniority and experience to assume this senior position on the Board. John, who has the requisite skills and experience as a former Chairman and CEO of a global company, was considered by the Nomination Committee to be the most appropriate candidate for the role, which was endorsed by the Board.

RESOLUTION 12 – RE-ELECTION OF ANNE-FRANCOISE NESMES

Anne-Francoise Nesmes is an independent Non-executive director and was appointed to the Board in July 2018. Anne-Francoise is Chief Financial Officer of Smith + Nephew Plc and a chartered management accountant, and brings strong leadership to the Audit Committee and support to the financial focus of the Board. Prior to her role at Smith + Nephew, Anne-Francoise held the role of Chief Financial Officer of Merlin Entertainments. Prior to that she was Chief Financial Officer of Dechra Pharmaceuticals PLC and held various senior finance roles during her 16 year tenure at GlaxoSmithKline. Anne-Francoise has a wealth of experience in finance and accounting gained in international organisations with a strong focus on strategy, M&A and governance. Anne-Francoise will succeed John Bason as Chair of the Audit Committee at the conclusion of the 2021 AGM. With her recent and relevant financial experience as the CFO of a FTSE 100 company, Ms Nesmes was considered to be a natural choice to succeed Mr Bason in this role.

RESOLUTION 13 – RE-ELECTION OF NELSON SILVA

Nelson Silva is an independent Non-executive director and Chairman of the Corporate Responsibility Committee. Nelson was appointed to the Board in July 2015 and is a highly experienced leader who has held a variety of senior leadership roles within major international companies. Nelson has specialist knowledge of Brazilian markets, having formerly been an executive director of Petróleo Brasileiro S.A. He has extensive experience in health and safety matters, primarily gained in the oil and gas and mining industries, and is committed to environmental, social and governance development.

RESOLUTION 14 – RE-ELECTION OF IREENA VITTAL

Ireena Vittal is an independent Non-executive director and the Designated Non-executive director for workforce engagement. Ireena was appointed to the Board in July 2015 and brings strong advisory, business and operational experience across a variety of consumer and retail businesses, with a particular focus on emerging markets including India and China amongst others. Ireena has comprehensive experience of operations and markets in India and serves on a number of Indian listed entities and is also a non-executive director of Diageo plc. In October 2019, she assumed the role of Designated NED for workforce engagement, effective for a period of two years. During the last year, Ireena has enthusiastically participated in an engagement programme with representative employee groups across the Group to provide a direct conduit for the employee voice to the Board.

RESOLUTIONS 15 AND 16 – EXTERNAL AUDITOR'S REAPPOINTMENT AND REMUNERATION

The auditor is appointed at every general meeting at which accounts are presented to shareholders. The current appointment of KPMG LLP as the Company's auditor will end at the conclusion of the AGM and it has advised of its willingness to stand for reappointment. In accordance with the provisions of the Code, it is recommended best practice for the Audit Committee to be authorised to agree how much the auditor should be paid and Resolution 16 grants this authority to the Audit Committee.

RESOLUTION 17 – POLITICAL DONATIONS

It is not Group policy to make donations to political parties. However, it is possible that certain routine activities undertaken by the Company and its subsidiaries might unintentionally fall within the wide definition of matters constituting political donations and expenditure in the Companies Act 2006 (CA 2006). Any expenditure that is regulated under the CA 2006 must first be approved by shareholders and will be disclosed in next year's Annual Report. This Resolution, if passed, will renew the directors' authority until the AGM to be held in 2022 (when the directors intend to renew this authority) to make donations and incur expenditure which might otherwise be caught by the terms of the CA 2006, up to an aggregate amount of £100,000 for the Company and for subsidiary companies.

RESOLUTION 18 – DIRECTORS' AUTHORITY TO ALLOT SHARES

The purpose of Resolution 18 is to renew the directors' power to allot shares. Resolution 18.1 seeks to grant the directors authority to allot, pursuant to article 12 of the Company's articles of association and section 551 of the CA 2006, relevant securities with a maximum nominal amount of £65,703,300.

This represents 594,600,000 ordinary shares of 11$\frac{1}{20}$ pence each in the capital of the Company, which is approximately one third of the Company's issued ordinary share capital (excluding treasury shares) as at 2 December 2020 (being the last practicable date prior to the publication of this Notice). The Company currently holds 1,528,426 shares in treasury. The authority would, unless previously renewed, revoked or varied by shareholders, remain in force up to the conclusion of the 2022 AGM of the Company or close of business on 3 May 2022, whichever is earlier.

In accordance with the Investment Association Share Capital Management Guidelines (the Guidelines), Resolution 18.2 seeks to grant the directors authority to allot approximately a further one third of the Company's issued ordinary share capital (excluding treasury shares) in connection with a rights issue in favour of ordinary shareholders with a nominal value of up to £65,703,300 (representing 594,600,000 ordinary shares of 11$\frac{1}{20}$ pence each). Such additional authority will be valid until the conclusion of the 2022 AGM.

If the Company uses any of the additional one third authority permitted by the Guidelines, the Company will ensure that all directors stand for re-election. The Company's current practice is that all directors submit themselves for re-election each year in accordance with the Code, notwithstanding the provisions set out in the Guidelines.

The total authorisation sought by Resolution 18 is equal to approximately two thirds of the issued ordinary share capital of the Company (excluding treasury shares) as at 2 December 2020, being the last practicable date prior to publication of this Notice.

Resolutions 1 to 18 will be proposed as ordinary resolutions and require that more than half of the votes cast must be in favour of a resolution for it to be passed.

RESOLUTIONS 19 AND 20 – DISAPPLICATION OF PRE-EMPTION RIGHTS

If the Company issues new shares, or sells treasury shares, for cash (other than in connection with an employee share scheme), it must first offer them to existing shareholders in proportion to their existing holdings. In accordance with investor guidelines, approval is sought by the directors to issue a limited number of ordinary shares for cash without offering them to existing shareholders.

The Pre-Emption Group (which represents the Investment Association and the Pension and Lifetime Savings Association) published a revised statement of principles for the disapplication of pre-emption rights (the Principles) in 2015. The Principles provide that a general authority for the disapplication of pre-emption rights over approximately 5% of the Company's issued ordinary share capital should be treated as routine. This general authority, which the directors have sought and received in previous years, is dealt with under Resolution 19.

Subject to the passing of Resolution 18, Resolution 19 seeks to replace the authority conferred on the directors at the 6 February 2020 Annual General Meeting (2020 AGM) to allot ordinary shares, or grant rights to subscribe for, or convert securities into, ordinary shares or sell treasury shares for cash (other than pursuant to an employee equity incentive share scheme) up to an aggregate nominal value of approximately 5% of the Company's issued ordinary share capital (excluding treasury shares) without application of pre-emption rights pursuant to article 13 of the Company's articles of association and section 561 of the CA 2006. Other than in connection with a rights, scrip dividend, or other similar issue, the authority contained in this Resolution 19 would be limited to a maximum nominal amount of £9,855,827.

The Pre-Emption Group further provides that the Company may, as routine, seek to disapply pre-emption rights over the equivalent of approximately an additional 5% of the issued ordinary share capital of the Company, so long as certain criteria are met.

Subject to the passing of Resolution 18 and in addition to the authority granted by Resolution 19, Resolution 20 seeks to replace the authority conferred on the directors at the 2020 AGM to allot ordinary shares, or grant rights to subscribe for, or convert securities into, ordinary shares or sell treasury shares for cash (other than pursuant to an employee equity incentive share scheme) up to an aggregate nominal value of approximately 5% of the Company's issued ordinary share capital (excluding treasury shares) without application of pre-emption rights pursuant to

article 13 of the Company's articles of association and section 561 of the CA 2006, provided that this authority will only be used for the purpose of:

(i) an acquisition; or

(ii) a specified capital investment in respect of which sufficient information regarding the effect of the investment on the Company, the assets that are the subject of the investment and (where appropriate) the profits attributable to those assets is made available to shareholders to enable them to reach an assessment of the potential return on the investment

which is announced contemporaneously with the issue or which has taken place in the preceding six month period and is disclosed in the announcement of the issue.

Other than in connection with a rights, scrip dividend, or other similar issue, the authority contained in this Resolution 20 would be limited to a maximum nominal amount of £9,855,827.

Together, Resolutions 19 and 20 represent 178,386,000 ordinary shares of 11$\frac{1}{20}$ pence each in the capital of the Company, which is approximately 10% of the Company's issued ordinary share capital (excluding treasury shares) as at 2 December 2020 (being the last practicable date prior to the publication of this Notice). The authority would, unless previously renewed, revoked or varied by shareholders, expire at the conclusion of the AGM of the Company to be held in 2022 or close of business on 3 May 2022, if earlier.

Save for issues of shares in respect of various employee share schemes and any share dividend alternatives, the directors have no current plans to utilise the authorities sought by Resolutions 18, 19 and 20, although they consider their renewal appropriate in order to retain maximum flexibility to take advantage of business opportunities as they arise.

The Pre-Emption Group's Statement of Principles specifies that, subject to certain exceptions, in any rolling three year period, a company should not issue non pre-emptively for cash equity securities that represent more than 7.5% of its issued ordinary share capital. The limit also applies to shares issued from treasury. Noting the unparalleled economic situation that businesses face as a result of the COVID-19 pandemic, the Pre-Emption Group recommended in April 2020 that investors, on a case-by-case basis, consider supporting share issuances by companies of up to 20% of their issued share capital on a temporary basis where (amongst other things) there had been prior consultation with major shareholders and the share issue is made on a 'soft pre-emptive' basis.

As required by the Pre-Emption Group's April 2020 statement, the Company sought input from its major shareholders on the proposed size and structure of the May 2020 capital raise in advance of announcing it to the market. The placing structure was chosen as it minimised cost, time to completion and use of management time at an important and unprecedented time for the Company. This consultation confirmed the Board's view that the placing was in the best interests of shareholders, as well as wider stakeholders in the Company. Senior management were subsequently involved in the allocation process, the principles of pre-emption were observed in the allocation process and retail shareholders were provided with an opportunity to participate in the capital raise through the separate retail offer made via the PrimaryBid platform.

The Company did not issue any shares for cash on a non-pre-emptive basis in the three years preceding the date of the capital raise.

A renewal of these authorities will be proposed at each subsequent AGM and the directors confirm their intention to follow best practice set out in the Statement of Principles.

RESOLUTION 21 – PURCHASE OF OWN SHARES

This Resolution authorises the directors to make limited on market purchases of the Company's ordinary shares. The power is limited to a maximum of 178,386,000 shares (just under 10% of the issued ordinary share capital as at 2 December 2020, being the last practicable date prior to the publication of this Notice) and details the minimum and maximum prices that can be paid, exclusive of expenses. The authority conferred by this Resolution will expire at the conclusion of the Company's next AGM or 18 months from the passing of this Resolution, whichever is the earlier.

The CA 2006 permits the Company to hold shares repurchased as treasury shares. Treasury shares may be cancelled, sold for cash or used for the purpose of satisfying the Company's obligations in connection with employee equity incentive schemes. The authority to be sought by this Resolution is intended to apply equally to shares to be held by the Company as treasury shares. No dividends will be paid on shares which are held as treasury shares and no voting rights will be attached to them. Shares held as treasury shares will normally be used to satisfy the Company's obligations under the Company's employee equity incentive schemes.

No share repurchases were made during the financial year ended 30 September 2020 or to the date of this Notice. However, the directors consider it desirable for such general authority to be available in order to maintain an efficient capital structure whilst at the same time retaining the flexibility to fund any bolt-on acquisitions.

As at 2 December 2020 (being the last practicable date prior to the publication of this Notice), there were 1,785,403,977 11$\frac{1}{20}$ pence ordinary shares in issue and 1,528,426 11$\frac{1}{20}$ pence ordinary shares held in treasury for the purpose of satisfying the Company's obligations under employee equity incentive schemes. These treasury shares represent 0.09% of the Company's issued ordinary share capital. Shares held in treasury are not eligible to participate in dividends and do not carry any voting rights.

As at 2 December 2020 (being the last practicable date prior to the publication of this Notice), there were options to subscribe for ordinary shares issued by the Company outstanding over approximately 7,674,828 shares, which represent 0.43% of the Company's issued ordinary share capital (excluding treasury shares) at that date. If the authority to purchase the Company's ordinary shares was exercised in full, these options would represent

0.48% of the Company's issued ordinary share capital (excluding treasury shares).

RESOLUTION 22: ADOPTION OF ARTICLES OF ASSOCIATION

The purpose of Resolution 22 is to adopt amended articles of association of the Company (New Articles). The proposed amendments include the power for the Company to hold hybrid general meetings (including annual general meetings), which will allow the Company to offer shareholders a combination of a physical meeting location and online participation through electronic facilities. Nothing in the New Articles will prevent the Company from holding physical general meetings or allow the Company to hold virtual-only general meetings. The reason for and effect of the changes to the existing articles of association is principally to ensure that, in circumstances where the Board determines it is appropriate to do so, a hybrid general meeting can be held to make it easier for all shareholders to attend and participate in a meeting, for example in the event where a meeting can be held but there are restrictions on the number of people who can physically attend. The Company may then enfranchise shareholders by offering facilities whereby they can attend and participate in general meetings of the Company through electronic means. Other consequential amendments and clarificatory changes are also proposed to bring the existing articles of association into line with current legal requirements and best practice.

The proposed changes are summarised below:

1. **Construction:** New wording to make clear that the articles permit electronic participation in meetings.
2. **Electronic Participation** (Articles 60, 66, 68, 69 and 85): Amendments to allow for electronic participation of shareholders and other participants, in conjunction with the provision of a physical meeting location, for general meetings of the Company.
3. **Quorum** (Article 77): New language clarifying who are 'qualifying persons' for the purposes of a quorum at general meetings.
4. **Corporate Representatives** (Articles 114 and 116): Amendments to reflect the process where the grantor authorises more than one corporate representative and the effect of revoking the corporate representative's authority on the validity of acts done as chair of the meeting, a poll demanded by the corporate representative and votes cast by the representative at the Meeting.
5. **Appointment and Retirement of Directors** (Articles 118, 119, 121 and 122): Amendments to align director re-election to UK Corporate Governance Code 2018 recommendations and the Company's practice of ensuring that all directors stand for re-election at Annual General Meetings.
6. **Disqualification and Removal of Directors** (Article 142(c)): Replaces Article 135(c) to align the Company's practices regarding the disqualification and removal of directors on mental health grounds to current legislation and practice.
7. **Dividends** (Articles 190 to 196 inclusive and 198): Amendments to articles to align the treatment and processing of unclaimed dividends to current practice.
8. **Communications** (Articles 213 and 217): Consequential amendments to provide that the Company is not obliged to provide notices to persons who have not provided an address for such purpose.

The New Articles will be available for inspection during normal business hours from the date of dispatch of this Notice until the date of the AGM (Saturdays, Sundays and public holidays excepted) at the registered office of the Company, Compass House, Guildford Street, Chertsey, Surrey KT16 9BQ and for a period of 15 minutes prior to and during the continuance of the AGM and, in accordance with Listing Rule 13.8.10 of the UK Listing Rules, at the offices of Freshfields Bruckhaus Deringer LLP, 100 Bishopsgate, London, EC2P 2SR.

A copy of the New Articles (together with a copy of the existing articles of association marked to show the changes being proposed in Resolution 22) is also available for inspection on the Company's website at www.compass-group.com.

RESOLUTION 23 – NOTICE OF MEETINGS OTHER THAN ANNUAL GENERAL MEETINGS

The Company's articles of association allow the directors to call general meetings, other than AGMs, on 14 clear working days' notice. However, under Section 307A of the CA 2006, all general meetings must be held on 21 days' notice, unless shareholders agree to a shorter notice period, and the Company has met the requirements for electronic voting under the CA 2006. This Resolution seeks to renew the authority granted by shareholders at last year's AGM which preserved the Company's ability to call general meetings, other than AGMs, on 14 clear working days' notice, such authority to be effective until the Company's next AGM, when a similar resolution will be proposed. The directors confirm that the shorter notice period would not be used as a matter of routine, but only where flexibility is merited by the business of the meeting and it is thought to be to the advantage of shareholders as a whole. An electronic voting facility will be made available to all shareholders for any meeting held on such notice.

Resolutions 19-23 will be proposed as special resolutions and require that at least three quarters of the votes cast must be in favour of a resolution for it to be passed.

RECOMMENDATION

The directors consider that each of the Resolutions is in the best interests of the Company and its shareholders as a whole and, accordingly, recommend that all shareholders vote in favour of all Resolutions, as they intend to do in respect of their own shareholdings.

Important information

PROXIES

(i) A shareholder entitled to attend and vote at the AGM may appoint a proxy or proxies (who need not be a shareholder of the Company) to exercise all or any of his or her rights at the AGM. Where more than one proxy is appointed, each proxy must be appointed for different shares. As shareholders will not be able to attend the Meeting this year, to ensure their votes are counted shareholders are strongly encouraged to appoint the Chairman of the Meeting as their proxy. Any other person appointed as a proxy will be refused entry to the Meeting.

Proxies may only be appointed by:

- going to www.signalshares.com and following the instructions for electronic submission provided
- shareholders will find enclosed a reply paid envelope to enable the return of the Form of Proxy for the AGM. You are requested to complete and return the Form of Proxy as soon as possible and, in any event, so as to arrive no later than 10.00 am on 2 February 2021, being 48 hours before the time the AGM begins
- shareholders can also request a Form of Proxy from the registrar, Link Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU; email: enquiries@linkgroup.co.uk; telephone within the UK: Freephone 0800 029 4520 and from overseas: +44 333 300 1568
- having an appropriate CREST message transmitted, if you are a user of the CREST system (including CREST personal members). Please refer to the CREST manual on the Euroclear website (www.euroclear.com/CREST) for further information

Submission of the Form of Proxy will not prevent a shareholder from joining the Meeting electronically.

The electronic addresses referenced above are provided solely for the purpose of enabling shareholders to register the appointment of a proxy or proxies for the Meeting or to submit their voting directions electronically. You may not use any electronic address provided in this Notice of Meeting to communicate with the Company for any purposes other than those expressly stated.

(ii) To be effective, the Form of Proxy must be completed in accordance with the instructions and received by the Company's registrar by 10.00 am on Tuesday 2 February 2021.

To appoint a proxy or to give an instruction to a previously appointed proxy via the CREST system, the CREST message must be received by the issuer's agent (ID RA10) by **10.00 am on Tuesday 2 February 2021.**

Please note, however, that proxy messages cannot be sent through CREST on weekends, public holidays or after 8.00pm on any other day. For the purpose of this deadline, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message. CREST personal members or other CREST sponsored members and those CREST members that have appointed voting service provider(s) should contact their CREST sponsor or voting service provider(s) for assistance with appointing proxies via CREST.

For further information on CREST procedures, limitations and system timings, please refer to the CREST manual. We may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001, as amended.

(iii) Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 and section 360B(2) of the CA 2006, the Company specifies that only those shareholders registered in the Register of Members of the Company as at close of business on Tuesday 2 February 2021 or, in the event that the Meeting is adjourned, in the Register of Members at the close of business two days before the time of any adjourned meeting, shall be entitled to participate in the Meeting in accordance with this Notice in respect of the number of shares registered in their name at the relevant time. Changes to entries on the Register of Members after close of business on Tuesday 2 February 2021 or, in the event that the Meeting is adjourned, at close of business two days before the time of any adjourned meeting, shall be disregarded in determining the entitlement of any person to participate in the Meeting.

NOMINATED PERSONS

Any person to whom a copy of this Notice is sent who is a person nominated under section 146 of the CA 2006 to enjoy information rights (Nominated Person) may, under an agreement between him or her and the shareholder by whom he or she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he or she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.

The statement of the rights of shareholders in relation to the appointment of proxies in note (i) above does not apply to Nominated Persons. The rights described in that note can only be exercised by shareholders of the Company.

ATTENDING THE AGM

In view of the public safety measures currently imposed by the UK Government, the AGM will be run as a closed meeting. Neither shareholders nor proxies (other than the Chairman of the Meeting) will be able to attend in person. The Company will, however, ensure that the legal requirements to hold the AGM are met by the attendance of a minimum number of director shareholders and/or employee shareholders. All valid proxy votes (whether submitted electronically or in hard copy form) will be included in the poll to be taken at the AGM. Shareholders are referred to page 16 for details of how to join the Meeting online.

SHAREHOLDER RIGHTS AND AGM BUSINESS

Under sections 338 and section 338A of the CA 2006, shareholders meeting the threshold requirements which, broadly, require a minimum of 100 shareholders holding an average of 905 ordinary shares each or shareholders holding at least 5% of the Company's issued share capital (excluding treasury shares), have the right to require the Company: (i) to give to shareholders of the Company entitled to receive notice of the AGM, notice of a resolution which may properly be moved and is intended to be moved, at the AGM; and/or (ii) to include in the business to be dealt with at the AGM, any matter (other than a proposed resolution) which may be properly included in the business. A resolution may properly be moved or a matter may properly be included in the business unless: (a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise); (b) it is defamatory; or (c) it is frivolous or vexatious. Such a request may be in hard copy or electronic form and must identify the resolution of which notice is to be given or the matter to be included in the business, must be authorised by the person or persons making it, must be received by the Company not later than Wednesday 23 December 2020, being the date six weeks before the AGM, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.

RIGHT TO ASK QUESTIONS

Under section 319A of the CA 2006, shareholders have the right to ask questions at the AGM relating to the business of the Meeting and for these to be answered, unless such answer would interfere unduly with the business of the Meeting, involve the disclosure of confidential information, if the answer has already been published on the Company's website, or if it is not in the interests of the Company or the good order of the Meeting that the question be answered.

WEBSITE PUBLICATION OF AUDIT CONCERNS

Under section 527 of the CA 2006, shareholders have a right to request publication of any concerns that they propose to raise at the AGM relating to the audit of the Company's Accounts (including the Auditor's Report and the conduct of the audit) that are to be submitted to the Meeting or any circumstances connected to the Company's auditor who ceased to hold office since the last AGM. The Company will publish the statement if sufficient requests have been received in accordance with section 527(2) of the CA 2006 which, broadly, requires a minimum of 100 shareholders holding an average of 905 ordinary shares each or shareholders holding at least 5% of the Company's issued ordinary share capital (excluding treasury shares) to make the request. The Company may not require the members requesting any such website publication to pay its expenses in complying with such request. Where a statement is published, the Company will forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 of the CA 2006 to publish on its website.

DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the service agreements of the executive directors, the letters of appointment of the non-executive directors, the directors' deeds of indemnity, the register of directors' interests, and the Company's current articles of association, the New Articles for the purpose of identification initialed by the Chairman and marked as the New Articles will be available for inspection during normal business hours from the date of dispatch of this Notice until the date of the AGM (Saturdays, Sundays and public holidays excepted) at the registered office of the Company, Compass House, Guildford Street, Chertsey, Surrey KT16 9BQ and, in accordance with Listing Rule 13.8.10 of the UK Listing Rules, the New Articles of Association for the purpose of identification initialed by the Chairman and marked as the New Articles will be available at the offices of Freshfields Bruckhaus Deringer LLP, 100 Bishopsgate, London EC2P 2SR. All documents for inspection will also be made available at the AGM for a period of 15 minutes prior to and during the continuance of the AGM. So that appropriate arrangements can be made for shareholders wishing to inspect documents, we request that shareholders contact the Company Secretary by email at investor.relations@compass-group.com in advance of any visit to ensure that access can be arranged. Any such access will be subject to health and safety requirements and any limits on gatherings, social distancing or other measures imposed or recommended by the UK Government.

TOTAL VOTING RIGHTS

As at 2 December 2020 (being the last practicable date prior to the publication of this Notice), the Company's issued share capital comprised 1,785,403,977 ordinary shares of 11$\frac{1}{20}$ pence each, of which 1,528,426 shares were held in treasury. The total voting rights in the Company at 2 December 2020 were therefore 1,783,875,551 (excluding treasury shares). The holders of ordinary shares are entitled to attend and vote at general meetings of the Company, although as it will not be possible for shareholders to attend and vote in person at the 2021 AGM, shareholders are strongly encouraged to vote in advance by appointing the Chairman of the Meeting as their proxy. It is proposed that all votes on the Resolutions at the AGM will be taken by way of a poll. On a vote by poll, every ordinary shareholder has one vote for every ordinary share held.

INFORMATION AVAILABLE ON WEBSITE

The following information is available on the Company's website www.compass-group.com:

(i) the matters set out in this Notice of Meeting
(ii) instructions for joining the AGM electronically
(iii) the total voting rights and number of shares of each class in respect of which shareholders are entitled to exercise voting rights at the AGM
(iv) shareholders' rights to include business to be dealt with at the AGM
(v) shareholders' statements, resolutions and matters of business received by the Company after 14 December 2020
(vi) the New Articles
(vii) the current articles of association

QUESTIONS

Questions for the Board can be submitted in advance and will be addressed at the AGM, or may be posed to the Board on the day through the Lumi platform. To enable the Board to address as many shareholder questions as possible, we would request that where possible, questions are submitted in advance of the Meeting. If multiple questions on the same topic are received in advance of the Meeting, the Chairman may choose to provide a single answer to address shareholder queries on the same topic. A question may not be answered at the Meeting if it is not considered to be in the interests of the Company or the good order of the Meeting or if it would involve the disclosure of confidential information. The Chairman may also nominate a representative to answer a specific question after the Meeting or refer the questioner to the Company's website.

VOTING

The Company confirms that all Resolutions to be proposed at the AGM will be put to the vote on a poll. In order to vote, all shareholders must submit their voting instructions in advance by appointing the Chairman of the Meeting as proxy. This will result in a more accurate reflection of the views of all of the Company's shareholders by ensuring that every vote is recognised, including the votes of shareholders who are unable to attend the Meeting but who have appointed a proxy for the Meeting. On a poll, each shareholder has one vote for each share held.

The indicative voting results, which will include all votes cast for and against each Resolution at the Meeting and all votes validly lodged by proxy appointment prior to the Meeting, will be displayed at the Meeting. The final results will be published on the Company's website, the London Stock Exchange and on the document storage system as soon as practicable after the Meeting. The Company will also disclose the number of votes withheld.

Whomever you appoint as a proxy can vote or abstain from voting as he or she decides on any other business which may validly come before the AGM. This includes proxies appointed using the CREST service. Details of how to complete the appointment of a proxy either electronically or on paper are given in the notes to this Notice.

SHAREHOLDER ENQUIRIES

Link Asset Services maintains the Company's share register. If you have any enquiries about the AGM or about your shareholding, you should contact Link Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU; email: enquiries@linkgroup.co.uk; telephone within the UK: Freephone 0800 029 4520 and from overseas: +44 333 300 1568.

AMERICAN DEPOSITARY RECEIPT ENQUIRIES

Compass Group PLC operates an American Depositary Receipts programme (ADR) which are traded on the over-the-counter market under the symbol CMPGY. One ADR represents one ordinary Compass share. BNY Mellon (BNY) maintains the Company's American Depositary Receipt register. If you have any enquiries about your holding of Compass American Depositary Shares, you should contact BNY Mellon by regular mail: BNY Mellon, PO Box 505000, Louisville, KY 40233-5000, USA or by overnight or certified registered mail: BNY Mellon, 462 South 4th Street, Suite 1600, Louisville, KY 40202, USA.

Alternatively you can email Computershare at: shrrelations@cpushareownerservices.com.

Further information can be found on BNY's website at www.mybnymdr.com using the symbol CMPGY and at www.compass-group.com.

DATA PROTECTION STATEMENT

Your personal data includes all data provided by you, or on your behalf, which relates to you as a shareholder, including your name and contact details, the votes you cast and your reference number (attributed to you by the Company). The Company determines the purposes for which and the manner in which your personal data is to be processed. The Company and any third party to which it discloses the data (including the Company's registrar) may process your personal data for the purposes of compiling and updating the Company's records, fulfilling its legal obligations and processing the shareholder rights you exercise.

PUBLISHED INFORMATION

If you would like to receive this Notice and/or a copy of the Annual Report 2020 in an appropriate alternative format, such as large print, Braille or an audio version on CD, please contact the Group Company Secretariat at Compass Group PLC, Compass House, Guildford Street, Chertsey, Surrey KT16 9BQ.

Our 2020 Annual Report and this Notice are available on the Company's website www.compass-group.com.

2021 AGM Online Joining Instructions

We are making an electronic facility available for the AGM, giving you the opportunity to participate in the AGM online, using your smartphone, tablet or computer.

If you choose to participate online you will be able to view a live webcast of the Meeting and ask the Board questions. To participate you will need to either:

a. Download the Lumi AGM app from the Apple App or Google Play stores by searching for Lumi AGM; or
b. Visit https://web.lumiagm.com on your smartphone, tablet or computer. You will need the latest version of Chrome, Safari, Internet Explorer 11, Edge or Firefox installed on your device. Please ensure your browser is compatible.

Meeting ID: 176-951-794
To login you must have your Login Code and PIN

(Your Login Code is your 11 digit Investor Code including any leading zeros, your PIN is the last four digits of your Investor Code)

Your Investor Code can be found in your Form of Proxy or at the top of the email sent to shareholders registered for email communications.

If your shares are held within a Nominee account and you wish to participate in the AGM online you will need to contact your Nominee so they can obtain your Login Code and PIN from Link Asset Services for onward transmission to you ahead of the Meeting.

Access	Webcast
Once you have either downloaded the Lumi AGM app or entered web.lumiagm.com into your web browser, you'll be prompted to enter the Meeting ID: 176-951-794 You will then be required to click 'I have a login' and enter your: a) Login Code; and b) PIN. You will be able to log into the site on 4 February 2021 from 9.30am.	When successfully authenticated, the information screen will be displayed. You can view Company information, ask questions and watch the webcast. To watch the webcast press the broadcast icon at the bottom of the screen. If viewing on a computer, the broadcast will appear at the side automatically once the Meeting has started.

Questions	Downloads
Any shareholder or appointed proxy attending the Meeting is eligible to ask questions. If you would like to ask a question, select the messaging icon. Messages can be submitted at any time during the Q&A session up until the Chairman closes the session. Type your message within the chat box at the bottom of the messaging screen. Once you are happy with your message click the send button. Questions sent via the Lumi AGM online platform will be moderated before being sent to the Chairman. This is to avoid repetition and to ensure an orderly meeting.	Links are present on the information screen. When you click on a link, the selected document will open in your browser. Data usage for streaming the Meeting or downloading documents via the AGM platform varies depending on individual use, the specific device being used for streaming or download (Android, iPhone, etc.) and the network connection (3G, 4G).