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Compass Group PLC
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COMPASS GROUP PLC

ANNUAL GENERAL MEETING - 9 FEBRUARY 2023: POLL RESULTS

The Compass Group PLC Annual General Meeting was held on Thursday 9 February 2023. All resolutions were decided on a poll and all resolutions proposed at the Meeting were passed.

The number of votes for and against each of the resolutions, and the number of votes withheld are set out below:

Res No	Details	No. of Votes 'For' & 'Discretionary	%	No. of Votes 'Against'	%	Total No. of Votes Cast	% capital voted	No. of Votes Withheld
1	Receive and adopt the Annual Report and Accounts	1,401,619,827	99.97	457,788	0.03	1,402,077,615	80.17	17,754,099
2	Receive and adopt the Directors' Remuneration Report	997,278,858	70.32	420,854,399	29.68	1,418,133,257	81.09	1,698,457
3	Declare a final dividend	1,419,576,678	99.99	706	0.01	1,419,577,384	81.17	255,820
4	Re-elect Ian Meakins	1,385,395,781	97.61	33,961,009	2.39	1,419,356,790	81.16	474,924
5	Re-elect Dominic Blakemore	1,407,118,282	99.12	12,436,602	0.88	1,419,554,884	81.17	276,830
6	Re-elect Palmer Brown	1,410,535,014	99.39	8,705,940	0.61	1,419,240,954	81.15	590,760
7	Re-elect Gary Green	1,400,141,421	98.65	19,211,768	1.35	1,419,356,189	81.16	475,525
8	Re-elect Carol Arrowsmith	995,626,624	89.34	118,845,979	10.66	1,114,472,603	63.72	305,359,109
9	Re-elect Stefan Bomhard	1,387,491,346	97.74	32,048,517	2.26	1,419,539,863	81.17	291,851
10	Re-elect John Bryant	1,365,939,936	96.22	53,601,538	3.78	1,419,541,474	81.17	290,240
11	Re-elect Arlene Isaacs-Lowe	1,393,803,165	98.19	25,735,456	1.81	1,419,538,621	81.17	293,095
12	Re-elect Anne-Francoise Nesmes	1,393,082,936	98.14	26,458,766	1.86	1,419,541,702	81.17	290,012
13	Re-elect Sundar Raman	1,388,216,261	97.79	31,324,645	2.21	1,419,540,906	81.17	290,810
14	Re-elect Nelson Silva	1,381,102,816	97.78	31,319,381	2.22	1,412,422,197	80.76	7,409,517
15	Re-elect Ireena Vittal	1,230,277,390	87.26	179,590,436	12.74	1,409,867,826	80.61	9,963,890
16	Re-appoint KPMG LLP as Company's auditors	1,412,196,944	99.48	7,359,690	0.52	1,419,556,634	81.17	275,080

17	Authorise the Audit Committee to agree the Auditor's remuneration	1,419,390,704	99.99	163,713	0.01	1,419,554,417	81.17	277,297
18	Political donations	1,356,339,053	95.55	63,098,198	4.45	1,419,437,251	81.16	396,845
19	Authority to allot shares	1,300,235,389	91.59	119,321,424	8.41	1,419,556,813	81.17	274,901
20	Authority to allot shares for cash*	1,358,671,543	95.94	57,524,286	4.06	1,416,195,829	80.98	3,635,885
21	Additional authority to allot shares for cash in limited circumstances*	1,349,024,412	95.26	67,172,292	4.74	1,416,196,704	80.98	3,635,010
22	Authority to purchase shares*	1,401,563,674	98.89	15,729,432	1.11	1,417,293,106	81.04	2,540,098
23	Reduce general meeting notice periods*	1,347,521,827	94.95	71,670,650	5.05	1,419,192,477	81.15	639,833

* Passed as a special resolution.

The Board of Compass Group PLC is pleased to note that all resolutions were passed at today's AGM, and we would like to take this opportunity to thank our shareholders for their ongoing support. Although over 70% of shareholders supported Resolution 2 in respect of our Directors' Remuneration Report, we acknowledge that a notable minority did not vote in favour of this resolution.

The Company conducted a comprehensive engagement exercise with shareholders in advance of this year's Annual General Meeting and it was apparent that investor opinions on the Resolution 2 were mixed. The majority of shareholders, and two of the most prominent voting advisory bodies, were supportive of the resolution and of the Company's approach to remuneration. A minority of shareholders were influenced by another influential voting advisory body that was opposed to the resolution; with concerns primarily relating to the increase in long-term incentive opportunity as part of the Remuneration Policy that was successfully approved by shareholders at the 2022 AGM. Notably, not all the shareholder dissent was against the increase in LTIP quantum; indeed, the largest single vote against the Remuneration Policy last year, and against the Remuneration Report this year, was partly influenced by a view that the incentive opportunities were not high enough. In this context, building unanimous support across the register was challenging.

In developing the Remuneration Policy last year, the Remuneration Committee consulted extensively with our largest shareholders prior to last year's AGM. The feedback received helped the Committee to shape our final proposals. In advance of the 2022 AGM, the Committee had a clear understanding that, while the approach had the support of the majority of our investors, there was a minority who were unsupportive of the proposed changes at that time.

After careful consideration of all feedback, the Committee concluded that the proposed approach was in the long-term interests of the Company and of our shareholders. The Committee therefore proceeded with the adoption and subsequent implementation of the Remuneration Policy following approval by investors at the 2022 AGM. We also subsequently maintained dialogue with investors on executive pay, including with those who did not support the Remuneration Policy, with further engagement in the Spring of 2022 and in early 2023.

Over multiple years, the Remuneration Committee has engaged extensively with shareholders on matters relating to executive pay and we intend to maintain this open and transparent dialogue in the future. We recognise that executive pay is a topic which attracts strong and often differing opinions amongst investors and we will therefore continue to seek an approach which is measured, fair, and supports the sustainable delivery of the Company's long-term strategy.

John Bryant has taken over the Remuneration Committee Chair role following the AGM. John will be extending an invitation to our major investors shortly, particularly those who did not support the Remuneration Report resolution,

to discuss further their views on our approach to executive pay. A further update on the outcome of these discussions and our approach to executive pay will be provided in due course.

A copy of the above results will shortly be available in the investor section of the Company's website www.compass-group.com.

A copy of all of the Resolutions passed, will be submitted to the National Storage Mechanism and in due course will be available to view at https://data.fca.org.uk/#/nsm/nationalstoragemechanism .

As at the close of business on 8 February 2023, the issued share capital was 1,785,403,977 ordinary shares of 11 1/20 pence each of which 36,496,028 were held as treasury shares and the total number of voting rights in respect of these ordinary shares (excluding treasury shares) was 1,748,907,949 each ordinary share having one vote.

ENDS

Enquiries:

Investors/Analysts: Alison Yapp, Group General Counsel & Company Secretary

Note to Editors:

Compass Group PLC is a world leading food services company, which generated annual revenues of £25.8 billion in the year to 30 September 2022. It operates in around 40 countries and employs and engages more than 500,000 people. The Company specialises in providing food and a range of support services across the core sectors of Business & Industry, Healthcare & Senior Living, Education, Sports & Leisure and Defence, Offshore & Remote, with an established brand portfolio.

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