THIS CIRCULAR, NOTICE OF GENERAL MEETING AND THE ACCOMPANYING FORM OF PROXY AND FORM OF ELECTION ARE IMPORTANT AND REQUIRE YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document or the action you should take, you are recommended to seek your own financial advice as soon as possible from your stockbroker, bank, solicitor, accountant, fund manager or other appropriate independent financial adviser duly authorised under the Financial Services and Markets Act 2000 (as amended) ("FSMA") if you are in the United Kingdom or, if not, from another appropriately authorised independent professional adviser.

If you sell or transfer or have sold or otherwise transferred all your Ordinary Shares, please send this document together with the accompanying documents (but not any personalised Form of Proxy or Form of Election) as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee. However, such documents should not be forwarded or transmitted in or into any jurisdiction in which such act would constitute a violation of the relevant laws in such jurisdiction. If you sell or have sold or otherwise transferred only part of your holding of Ordinary Shares, you should retain these documents and consult the bank, stockbroker or other agent through whom the sale or transfer was effected.

The release, publication or distribution of this document in jurisdictions outside 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 requirements. This document 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 document had been prepared in accordance with the laws and regulations of any jurisdiction outside the United Kingdom.

Compass Group PLC

(incorporated and registered in England and Wales with registered number 4083914)

Proposed Return of Cash to Shareholders
of 56 pence per Existing Ordinary Share (amounting to approximately £1 billion)
by way of one B Share or one C Share for each Existing Ordinary Share
and a 16 for 17 Share Consolidation

Circular to Shareholders
and
Notice of General Meeting

The whole of this document should be read in conjunction with the accompanying Form of Proxy and Form of Election. Your attention, in particular, is drawn to the letter from the Chairman of the Company set out in Part I of this document and the details of the proposed Return of Cash set out in Part IV of this document. The letter in Part I recommends that you vote in favour of the Resolutions to be proposed at the General Meeting referred to below and sets out certain information relating to the proposed Return of Cash (including the Share Consolidation). A summary of the action to be taken by Shareholders is set out on pages 12 to 13 of this document.

Notice of a General Meeting of the Company to be held at 11.00 a.m. at Haberdashers' Hall, 18 West Smithfield, London EC1A 9HQ on Wednesday 11 June 2014 is set out at the end of this document. The Form of Proxy for use at the General Meeting accompanies this document. Shareholders are requested to complete and return the Form of Proxy, whether or not they intend to be present at the General Meeting, in accordance with the instructions printed on it. To be valid, Forms of Proxy should be completed and returned in accordance with the instructions set out thereon to the Company's Registrar, Capita Asset Services, PXS 1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF, United Kingdom, so as to arrive as soon as possible, but in any event so as to be received **by no later than** 11.00 a.m. on Monday 9 June 2014, being 48 hours before the time appointed for the holding of the General Meeting. Completion and return of the Form of Proxy will not preclude Shareholders from attending and voting in person at the General Meeting, should they so wish. Electronic Proxy Appointment is available for this General Meeting. This facility enables Shareholders to lodge their proxy appointment by electronic means through the Registrar's website, www.capitashareportal.com or, for those who hold their shares in CREST, through the CREST electronic proxy appointment service. Further details are set out in the notes to this document.

N M Rothschild & Sons Limited ("**Rothschild**") is acting as financial adviser to the Company and Barclays Bank PLC ("**Barclays Bank PLC**") is acting as corporate broker to the Company in relation to the Return of Cash. Rothschild and Barclays Bank PLC are each authorised by the Prudential Regulation Authority and regulated by the Financial Conduct Authority and the Prudential Regulation Authority. Each of Rothschild and Barclays Bank PLC are acting exclusively for the Company and for no one else in connection with the matters described in this document and are not advising or acting for and are not, and will not be, responsible to anyone other than the Company for providing the protections afforded to clients of Rothschild or Barclays Bank PLC, or for providing advice in connection with the matters referred to or contained in this document.

Apart from the responsibilities and liabilities, if any, which may be imposed on Rothschild by FSMA or the regulatory regime established thereunder or otherwise by any laws or regulations, Rothschild does not accept any responsibility or liability whatsoever for the contents of this document and no representation, express or implied except as expressly set out herein, are made by Rothschild in relation to the contents of this document, 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 document. 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 document 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 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 7 July 2014 and that Admission of the New Ordinary Shares will become effective and dealings in them will commence on the London Stock Exchange by or as soon as practicable after 8.00 a.m. on Tuesday 8 July 2014.

No application will be made to the UK Listing Authority or to the London Stock Exchange, respectively, for any of the B Shares, C Shares or Deferred Shares to be admitted to the Official List or to trading on the London Stock Exchange's main market for listed securities, nor will the B Shares, C Shares or Deferred Shares be listed or admitted to trading on any other recognised investment exchange.

None of the B Shares, C Shares, Deferred Shares nor the New Ordinary Shares have been or will be registered under the US Securities Act or the state securities laws of the United States and none of them may be offered or sold in the United States unless pursuant to a transaction that has been registered under the US Securities Act and the relevant state securities laws or a transaction that is not subject to the registration requirements of the US Securities Act and the state securities laws, either due to an exemption therefrom or otherwise.

None of the B Shares, C Shares, Deferred Shares, New Ordinary Shares nor this document has been approved, disapproved or otherwise recommended by any US federal or state securities commission or other regulatory authority or any non-US securities commission or regulatory authority nor have such authorities passed upon or endorsed the merits of this offering or confirmed the accuracy or determined the adequacy of this document. Any representation to the contrary is a criminal offence in the United States.

The attention of US Shareholders and other Overseas Shareholders is drawn to paragraph 7 of Part IV of this document. Shareholders resident, located or with a registered address in the United States, Canada, Australia, New Zealand, Japan or the Republic of South Africa are only eligible to elect for the Income Option and will automatically receive the C Share Dividend. The Capital Option is not being made available to Shareholders resident, located, or with a registered address, in any of these jurisdictions.

This document does not constitute an invitation to participate in the Return of Cash in or from any jurisdiction in or from which, or to or from whom, it is unlawful to make such invitation to participate under applicable securities laws or otherwise.

This document is a circular relating to the Return of Cash which has been prepared in accordance with the Listing Rules.

A summary of the action to be taken by Shareholders is set out in paragraph 7 of Part I of this Circular on pages 12 to 13 and in the accompanying Notice of General Meeting on pages 63 to 68.

INFORMATION REGARDING FORWARD LOOKING STATEMENTS

This document includes 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 document 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 document. 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 document, 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 document 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 document 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. You should specifically consider the factors identified in this document which could cause actual results to differ before making any decision in relation to the Return of Cash. Subject to the requirements of the Financial Conduct Authority, the London Stock Exchange, the Listing Rules and the Disclosure 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 document that may occur due to any change in the Group's expectations or to reflect events or circumstances after the date of this document.

DEFINITIONS

Certain terms used in this document, including capitalised terms and certain technical terms, are defined and explained in Part VIII below.

References to "£", "pounds", "pounds sterling", "sterling", "p", "penny" and "pence" are to the lawful currency of the United Kingdom.

References to "$", "US$", "$ US", "USD", "US Dollars", "US dollars" or "cents" are to the lawful currency of the United States of America.

Percentages in tables may have been rounded and accordingly may not add up to 100 per cent. Certain financial data has been rounded, and as a result of this rounding, the totals of data presented in this document may vary slightly from the actual arithmetic totals of such data.

NO INCORPORATION OF WEBSITE INFORMATION BY REFERENCE

None of the content of the Company's website at www.compass-group.com, any website accessible from hyperlinks on the Company's website or any other website is incorporated into, or forms part of, this Circular.

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EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Latest time and date for receipt of Forms of Proxy and CREST proxy instructions for the General Meeting	11.00 a.m. on Monday 9 June 2014
General Meeting	11.00 a.m. on Wednesday 11 June 2014
Expected time and date by which the DRIP will operate on the Existing Ordinary Shares by reference to the Interim Dividend payable on 26 June 2014	11.00 a.m. on Thursday 26 June 2014
Election Deadline: latest time and date for receipt of Forms of Election or TTE Instructions from CREST holders in relation to the Alternatives	1.00 p.m. on Monday 7 July 2014
Latest time and date for dealings in Existing Ordinary Shares	4.30 p.m. on Monday 7 July 2014
Cancellation of trading of Existing Ordinary Shares	4.30 p.m. on Monday 7 July 2014
Record Time for entitlement to B Shares and/or C Shares 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 7 July 2014
Admission of New Ordinary Shares to the Official List and to trading on the London Stock Exchange's main market for listed securities. Dealings commence in New Ordinary Shares	By or as soon as practicable after 8.00 a.m. on Tuesday 8 July 2014
CREST accounts credited with New Ordinary Shares	By or as soon as practicable after 8.00 a.m. on Tuesday 8 July 2014
B Shares issued pursuant to the Capital Option and C Shares issued pursuant to the Income Option and (if applicable) the scaling-back arrangements of the Capital Option	By or as soon as practicable after 8.00 a.m. on Tuesday 8 July 2014
C Share Dividend becomes payable on C Shares issued pursuant to the Income Option and these C Shares automatically reclassify as Deferred Shares of negligible value	By Tuesday 15 July 2014
Redemption of B Shares under the Capital Option	By Tuesday 15 July 2014
If applicable, as a result of the scaling-back arrangements of the Capital Option, Barclays Bank PLC makes the Purchase Offer for C Shares issued pursuant to the Capital Option by means of an announcement by the Company through a Regulatory Information Service	By Tuesday 15 July 2014
Despatch of cheques or payment by BACS to mandated sterling bank accounts or, if held in CREST, CREST accounts credited in respect of proceeds under the Income Option	On Tuesday 29 July 2014
Despatch of cheques or, if held in CREST, CREST accounts credited in respect of proceeds under the Capital Option	On Tuesday 29 July 2014
Despatch of share certificates in respect of New Ordinary Shares and, if applicable, despatch of cheques and CREST accounts credited in respect of fractional entitlements	On Tuesday 29 July 2014

Notes:

All time references in this Circular are to London, 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 the Company's website at www.compass-group.com.

All events in the timetable following the General Meeting are conditional upon approval of each of Resolutions 1 and 2 in the General Meeting. All events in the timetable from Admission of the New Ordinary Shares are also conditional upon Admission occurring.

Shareholder Helpline

If you have any questions about the Return of Cash please call the Shareholder Helpline on 0800 121 7641 (or +44 203 471 2731 if calling from outside of 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 randomly monitored for security and training purposes. For legal reasons, the Shareholder Helpline will be unable to give advice on the merits of the Return of Cash or to provide financial, tax or investment advice.

PART I—LETTER FROM THE CHAIRMAN OF THE COMPANY

Compass Group PLC

Directors:

Paul S. Walsh *Chairman*
Richard J. Cousins *Group Chief Executive*
Dominic W. Blakemore *Group Finance Director*
Gary R. Green *Chief Operating Officer, North America*
Andrew D. Martin *Chief Operating Officer, Europe & Japan*
John G. Bason *Non-Executive Director*
Susan E. Murray *Non-Executive Director*
Don A. Robert *Non-Executive Director*
Sir Ian Robinson *Senior Independent Non-Executive Director*

Registered Office

Compass House
Guildford Street
Chertsey
Surrey
KT16 9BQ
United Kingdom

(Registered in England and Wales with number 4083914)

19 May 2014

To: Holders of Existing Ordinary Shares and to holders of options and awards under the Company's employee share schemes

Dear Shareholder,

PROPOSED RETURN OF CASH TO SHAREHOLDERS

1. INTRODUCTION

On Wednesday 14 May 2014 the Company announced that it proposed, subject to Shareholder approval, to return 56 pence per Existing Ordinary Share, which is equivalent to approximately £1 billion in aggregate, to Shareholders. I am writing to you to provide further details of this proposal.

The purpose of this document is to explain, and seek Shareholder approval for, the Return of Cash and to explain the choices available to Shareholders and how to decide between them.

Shareholders (other than Restricted Shareholders) can elect to receive their cash proceeds of 56 pence per Existing Ordinary Share as an income payment, a capital payment or a combination of the two. This Return of Cash structure has been chosen because it gives Shareholders (other than Restricted Shareholders) a choice as to how they receive their cash and is intended to give UK tax-resident Shareholders flexibility in the tax treatment of their proceeds. It also seeks to treat all Shareholders equally regardless of the size of their existing shareholdings in the Company.

If the Return of Cash is approved at the General Meeting, Shareholders on the register at 6.00 p.m. on Monday 7 July 2014 will receive payment of 56 pence per Existing Ordinary Share on Tuesday 29 July 2014.

On 14 May 2014 the Company announced an interim dividend for the half year ended 31 March 2014 of 8.8 pence per Existing Ordinary Share, amounting to £157 million in aggregate. The Company intends to pay this Interim Dividend of 8.8 pence per Existing Ordinary Share on Thursday 26 June 2014 to Shareholders on the register at close of business on Friday 23 May 2014. Therefore, Existing Ordinary Shares received by Shareholders electing to participate in the Company's DRIP in respect of the Interim Dividend will be eligible for participation in the Return of Cash in respect of the Existing Ordinary Shares acquired by them under the DRIP.

Background to, and reasons for, the Return of Cash

Compass Group PLC is a global market leader in providing food and a range of support services. The Group's recent strong performance, demonstrated by its cash generation, margin improvement and growth profile, has allowed it to return cash to Shareholders through a progressive dividend policy, supplemented with share buybacks totalling £1.4 billion announced since November 2011.

The Board expects that with continued strong operational cash flows and an ongoing focus on organic growth and operating efficiency, the Group's balance sheet leverage, measured by the ratio of net debt to EBITDA, will be below 1.0x this year and is expected to fall in future years. In this event, the Group's financial structure would become less efficient.

The Board therefore believes it is appropriate to increase the Group's balance sheet leverage by returning approximately £1 billion of cash to Shareholders by way of the Return of Cash. After taking account of the Return of Cash, the Group's pro forma balance sheet leverage as at 31 March 2014 would have been approximately 1.5x, which the Board believes is consistent with its policy to maintain strong investment grade credit ratings. The Board, which has received financial advice from Rothschild, has taken full account of the Group's investment requirements and access to funding in reaching its decision that the Return of Cash is an appropriate amount to return to Shareholders.

The Company recently entered into a new £1 billion committed bank facility to ensure sufficient funds are available specifically for the Return of Cash; this facility matures in December 2015 and the Company currently plans to refinance this with longer dated debt in the bank and capital markets in due course.

Notwithstanding the Return of Cash, the Company intends to continue with the current £500 million share buyback programme which was announced on 27 November 2013, although this is now likely to be completed during 2015.

Furthermore, the Company remains committed to growing the ordinary dividend broadly in line with constant currency earnings.

For the reasons explained in this letter, it is proposed that the Return of Cash will be accompanied by a 16 for 17 consolidation of the Company's share capital.

The purpose of this letter is to provide further details of the Return of Cash and the Share Consolidation and to seek Shareholders' consent to the Return of Cash and the Share Consolidation. This Circular also seeks to renew Shareholder authorities to enable the Directors to allot New Ordinary Shares and to waive pre-emption rights, and enable the Company to make market purchases of its New Ordinary Shares.

Return of Cash

The Return of Cash will involve the Company returning 56 pence per Existing Ordinary Share to Shareholders. This amounts to approximately £1 billion in aggregate, based on the number of shares in issue on Thursday 15 May 2014, being the last practicable date prior to publication of this Circular.

The Return of Cash has been structured with the objective of enabling Shareholders, subject to restrictions in respect of US Shareholders and other Restricted Shareholders, to elect to receive their cash proceeds of 56 pence per Existing Ordinary Share as:

- an immediate income payment (the "**Income Option**");
- an immediate capital payment (the "**Capital Option**"); or
- any combination of the two.

This structure has been chosen to complete the Return of Cash because:

- it treats all Shareholders equally regardless of the size of their existing shareholdings in the Company; and
- it gives all Shareholders, subject to restrictions in respect of US Shareholders and other Restricted Shareholders, choice as to how they receive their cash.

It is important to note that Shareholders who do not make a valid election, and all US Shareholders and other Restricted Shareholders, will be deemed to have elected for the Income Option in respect of ALL of their Return of Cash Entitlement. The Restricted Territories are the United States, Canada, Australia, New Zealand, Japan and the Republic of South Africa.

Further details of the Return of Cash are contained in paragraph 2 of this letter and in Part IV of this Circular and in the Frequently Asked Questions and Answers in Part II of this Circular.

Share Consolidation

The Return of Cash is intended to result in the payment to Shareholders of approximately £1 billion of cash by the Company. It is anticipated that, as a result of the decrease in value of the Company due to the Return of Cash, there would, without a consolidation of the Company's share capital, be a corresponding decrease in the market price of each Ordinary Share.

In order to maintain (subject to normal market fluctuations) the market price for Ordinary Shares at approximately the same level as prevailed immediately prior to the implementation of the Return of Cash, a proportional consolidation of the Company's share capital is also proposed. Shareholders will receive 16 New Ordinary Shares in substitution for every 17 Existing Ordinary Shares held at the Record Time. The ratio used for the Share Consolidation has been set by reference to the middle-market price of 980.5 pence per Existing Ordinary Share on Tuesday 13 May 2014 (the last practicable date before the announcement of the Return of Cash and associated Share Consolidation). Fractional entitlements arising from the Share Consolidation will be aggregated and sold in the market on behalf of the relevant Shareholders. Further details of the proposed Share Consolidation are contained in paragraph 3 of Part IV of this Circular.

The New Ordinary Shares will be admitted to listing on the Official List and to trading on the main market of the London Stock Exchange in the same way as the Existing Ordinary Shares and will be equivalent in all material respects to the Existing Ordinary Shares, including their dividend, voting and other rights. It is expected that the New Ordinary Shares will be admitted to listing on the Official List and to trading on the main market of the London Stock Exchange by or as soon as practicable after 8.00 a.m. on Tuesday 8 July 2014. None of the B Shares or the C Shares will be admitted to the Official List or to trading on the main market of the London Stock Exchange.

It is expected that, following the Share Consolidation, the Company's issued share capital will consist of approximately 1,679,747,024 New Ordinary Shares of 10⅝ pence each (ignoring any shares issued under the Compass Group Share Award Plans on or after Tuesday 13 May 2014 (the last practicable date before the announcement of the Return of Cash and associated Share Consolidation)).

General Meeting

In order to comply with applicable companies legislation and the Listing Rules, the Return of Cash and certain related matters require the approval of Shareholders at a general meeting of the Company, to be held at 11.00 a.m. on Wednesday 11 June 2014 at Haberdashers' Hall, 18 West Smithfield, London EC1A 9HQ. A notice convening the General Meeting is set out at the end of this Circular in Part IX.

The Board is recommending to Shareholders that they vote in favour of the Resolutions to be proposed at the General Meeting, as the Directors intend to do for their respective individual beneficial holdings of, in aggregate, 2,838,295 Existing Ordinary Shares, representing approximately 0.159 per cent of the total issued share capital of the Company (excluding treasury shares) as at Thursday 15 May 2014 (being the last practicable date prior to the publication of this Circular).

This Circular sets out details of the Return of Cash (including the Share Consolidation) and explains why the Directors consider this to be in the best interests of the Company and Shareholders as a whole.

2. THE RETURN OF CASH ALTERNATIVES

Each Shareholder (with the exception of US Shareholders and other Restricted Shareholders) will be able to choose between the two Alternatives described below as to how they receive their cash proceeds under the Return of Cash. This is intended to give Shareholders the flexibility to receive their cash proceeds as income, capital or any combination of the two.

Each Alternative is expected to return 56 pence of cash per Existing Ordinary Share.

For legal and accounting reasons each of the Alternatives involves the Company issuing Shareholders with new shares depending on their election (so called "**B Shares**" and "**C Shares**"). These new shares will exist for the specific purpose of the Return of Cash and thereafter will have no value for Shareholders and will in effect be extinguished.

Shareholders should read Part VI of this Circular which outlines the different tax consequences of the Alternatives in the UK and the tax consequences of the Income Option in the United States. Shareholders who are in any doubt as to their tax position, or who are subject to taxation in a jurisdiction other than the UK or the United States, should consult an appropriate professional adviser.

Shareholders who do not make a valid election, and all US Shareholders and other Restricted Shareholders, will be deemed to have elected for the Income Option in respect of ALL of their Return of Cash Entitlement.

The following is a summary of the Alternatives. Shareholders should read this Circular in full to ensure that they understand the Alternatives, their Return of Cash Entitlement and the action they need to take.

Alternative 1—Income Option

For shares validly elected (or deemed elected) to the Income Option, a Shareholder will receive one C Share for each Existing Ordinary Share which will carry a dividend of 56 pence for each Existing Ordinary Share held at the Record Time.

It is expected that the 56 pence per Existing Ordinary Share will become payable by Tuesday 15 July 2014 and that the proceeds will be sent to relevant Shareholders on Tuesday 29 July 2014.

Alternative 2—Capital Option

For shares validly elected to the Capital Option, a Shareholder will receive one B Share for each Existing Ordinary Share in respect of which a capital payment of 56 pence will be paid for each Existing Ordinary Share held at the Record Time.

It is expected that the 56 pence per Existing Ordinary Share will become payable by Tuesday 15 July 2014 and the proceeds will be sent to relevant Shareholders on Tuesday 29 July 2014.

Further Information

The two Alternatives summarised above are explained in further detail in paragraph 4 of Part IV of this Circular. In addition, Part II of this Circular sets out some frequently asked questions and answers to help Shareholders understand what is involved in the Return of Cash, including worked examples on page 18 of how each of the Alternatives summarised above would affect Shareholders. Shareholders should read this Circular in full.

3. TAX

A guide to certain UK tax consequences of the Return of Cash under current UK law and HM Revenue & Customs' practice is set out in paragraph 1 of Part VI of this Circular and a summary of certain United States tax consequences of the Income Option for Shareholders under current United States tax law is set out in paragraph 2 of Part VI of this Circular.

Any Shareholder who receives proceeds from the sale of fractions of New Ordinary Shares arising on the Share Consolidation and whose proceeds are (a) paid to an account maintained in the United States, (b) despatched to such Shareholder at an address in the United States, (c) paid to such Shareholder who made an election from within the United States, or (d) paid to such Shareholder who has been or will be sent a confirmation of redemption or sale at an address in the United States, may be subject to United States information reporting and backup withholding and is referred to the summary of certain aspects of the United States information reporting and backup withholding rules set out in paragraph 2 of Part VI of this Circular.

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

4. US SHAREHOLDERS AND OTHER OVERSEAS SHAREHOLDERS

The attention of US Shareholders and other Overseas Shareholders is drawn to paragraph 7 of Part IV of this Circular. In particular, Overseas Shareholders should note that, by making a valid election for the Capital Option, such Shareholders will be deemed to represent, warrant, undertake and/or agree (as applicable) in the terms set out in paragraphs 5 and 7 of Part IV of this Circular.

US Shareholders and other Restricted Shareholders will be deemed to have elected for the Income Option in respect of ALL of their Return of Cash Entitlement and will not have the ability to elect for the Capital Option. US Shareholders are not in the same position as other Shareholders in relation to the Return of Cash because (i) under each of the Alternatives, Shareholders who are subject to tax in the United States are believed to be currently taxable on the amount received or receivable as dividend income and (ii) to make each of the Alternatives available to US Shareholders would involve significant additional expense and could result in delay to the implementation of the Return of Cash.

5. Compass Group Employee Share Schemes

Separate communications are being sent to participants in the Compass Group Employee Share Schemes in respect of the Return of Cash.

Holders of Existing Ordinary Shares within the Compass Group UK Share Incentive Plan will be eligible to receive the Return of Cash and their shares will be subject to the Share Consolidation in the same way as other Shareholders.

Participants holding outstanding unvested conditional share awards or holding unexercised share options granted under the Compass Group Share Award Plans will not be entitled to receive the Return of Cash but will receive the same number of shares in respect of those awards or options as they hold now. The effect of the Share Consolidation should be to preserve the prevailing value immediately before the Return of Cash of each Ordinary Share under option or award, subject to any market fluctuations. As a result, the value of each option and award under the Compass Group Share Award Plans after the Share Consolidation should remain approximately the same. No adjustments, therefore, are proposed to be made to options or awards that have been made under the Compass Group Share Award Plans. The number of Ordinary Shares over which participants have options or awards and any exercise price payable will remain unchanged. Other terms of the relevant options or awards will remain unchanged, except that, following the completion of the Return of Cash and the Share Consolidation, the Company's Remuneration Committee will consider the impact of these events on the performance targets for existing awards under the relevant Compass Group Share Award Plans.

Further details of the implications of the Return of Cash on options and awards that have been made under the Compass Group Employee Share Schemes are set out in paragraph 11 of Part IV of this Circular.

6. General Meeting

Implementation of the Return of Cash and certain related matters require the approval of Shareholders at a general meeting of the Company. Accordingly there is set out at the end of this Circular in Part IX a notice convening the General Meeting to be held at 11.00 a.m. at Haberdashers' Hall, 18 West Smithfield, London EC1A 9HQ on Wednesday 11 June 2014.

Five Resolutions will be proposed at the General Meeting, as follows :

- Resolution 1 is required for the Return of Cash and proposes the adoption of the New Articles of Association;
- Resolution 2 is required for the approval and authorisation of certain steps to be taken by the Company and its Directors for the purposes of implementing the Return of Cash;
- Resolution 3 is required to give the Directors general authority to allot shares in the Company;
- Resolution 4 is required to empower the Directors to allot equity securities under the authority conferred under Resolution 3 on a non-pre-emptive basis; and
- Resolution 5 is required to empower the Directors to make market purchases of shares in the Company.

Resolutions 1 and 2 are each conditional upon Admission and are also inter-conditional. Resolutions 3 and 4 are each conditional on the passing of Resolutions 1 and 2 and upon Admission and Resolution 4 is also conditional on the passing of Resolution 3. Resolution 5 is conditional on Admission and the passing of Resolutions 1 and 2.

A summary explanation of the Resolutions to be proposed at the General Meeting can be found in paragraph 12 of Part IV of this Circular.

7. Action to be Taken

Action Shareholders should take in relation to the General Meeting

You will find enclosed with this Circular a Form of Proxy for use at the General Meeting. Whether or not you propose to attend the General Meeting, you are requested to complete and sign the enclosed Form of Proxy. Completed Forms of Proxy should be returned to Capita Asset Services, PXS 1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF, United Kingdom, so as to arrive as soon as possible, and in any event so as to be received by Capita Asset Services no later than 11.00 a.m. on Monday 9 June 2014. A pre-paid envelope is enclosed for your convenience.

If you hold shares in CREST, you may appoint a proxy by completing and transmitting a CREST Proxy Instruction to Capita Asset Services (CREST participant ID number RA10) so that it is received by no later than 11.00 a.m. on Monday 9 June 2014.

The return of a completed Form of Proxy or CREST Proxy Instruction will not prevent you from attending the General Meeting and voting in person if you wish to do so.

Electronic Proxy Appointment is available for this General Meeting. This facility enables Shareholders to lodge their proxy appointment by electronic means on a website provided by Capita Asset Services via www.capitashareportal.com. Further details are set out in the notes to the Form of Proxy.

The Resolutions will be decided on a poll, rather than a show of hands, to enable those Shareholders who may be unable to attend the General Meeting in person to participate fully in the vote. The results of the polls will be announced to the London Stock Exchange and will appear on the Company's website at www.compass-group.com.

Action Shareholders should take in relation to the Return of Cash

The procedure for making elections under the Return of Cash depends on whether your Existing Ordinary Shares are held in certificated or uncertificated form and is summarised below.

Shareholders (other than US Shareholders and other Restricted Shareholders) may elect for any combination of the Alternatives provided that the total number of Existing Ordinary Shares in respect of which an election is made does not exceed a Shareholder's total holding as at the Record Time.

Shareholders need to make their own decision regarding any election(s) they make under the Return of Cash between the Alternatives and are recommended to consult their own independent professional adviser.

(a) Existing Ordinary Shares held in certificated form

Shareholders (other than US Shareholders and other Restricted Shareholders) who hold their Existing Ordinary Shares in certificated form should make any election for the Alternatives suitable for them by completing the Form of Election, in accordance with the instructions printed thereon, and returning it as soon as possible and in any event so as to be received by post (using the accompanying reply-paid envelope if posting from inside the United Kingdom) or (during normal business hours only) by hand to the Company's Registrar, Capita Asset Services, at Corporate Actions, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, United Kingdom by no later than 1.00 p.m. on Monday 7 July 2014. **Shareholders who do not complete and return a valid Form of Election by 1.00 p.m. on Monday 7 July 2014 will be deemed to have elected for the Income Option in respect of ALL of their Return of Cash Entitlement.**

Shareholders with a registered address in a Restricted Territory will not be sent a Form of Election. Shareholders who do not make a valid election, and all US Shareholders and other Restricted Shareholders, will be deemed to have elected for the Income Option in respect of ALL of their Return of Cash Entitlement.

(b) Existing Ordinary Shares held in uncertificated form

Shareholders (other than US Shareholders and other Restricted Shareholders) who hold their Existing Ordinary Shares in uncertificated form should refer to the applicable procedures and related timings set out in paragraph 13 of Part IV of this Circular. The CREST Manual may also assist you in making a TTE Instruction. **Any Shareholder whose TTE Instruction does not settle by 1.00 p.m. on Monday 7 July 2014 will be deemed to have elected for the Income Option in respect of ALL of their Return of Cash Entitlement.**

Shareholders who do not make a valid election, and all US Shareholders and other Restricted Shareholders, will be deemed to have elected for the Income Option in respect of ALL of their Return of Cash Entitlement.

8. Further Information

The expected timetable of principal events for the Return of Cash is set out on page 6 of this Circular. Further information regarding the terms of the Return of Cash is set out in Part IV of this Circular. **Shareholders are advised to read the whole of this Circular and not merely rely on the summarised information set out in this letter or the Frequently Asked Questions and Answers in Part II.**

9. RECOMMENDATION TO SHAREHOLDERS

The Board, who have received financial advice from Rothschild, consider that the resolutions to be proposed at the General Meeting (as set out in the Notice of General Meeting) which give effect to the Return of Cash 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 on the Board's commercial assessments of the Return of Cash. Accordingly, the Board unanimously recommends that you vote in favour of such 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 2,838,295 Existing Ordinary Shares, representing approximately 0.159 per cent of the total issued share capital of the Company (excluding treasury shares) as at Thursday 15 May 2014 (being the last practicable date prior to publication of this Circular).

Yours faithfully,
for and on behalf of Compass Group PLC,

Paul S. Walsh
Chairman

PART II—FREQUENTLY ASKED QUESTIONS AND ANSWERS

To help you understand what is involved in the Return of Cash, the following sets out some frequently asked questions and provides brief responses. ***Shareholders should carefully read both the questions and answers below and the Circular as a whole.*** *In the event of any inconsistency between the contents of this Part II and the contents of Part I and Part IV of this Circular, the contents of Part I and Part IV of this Circular shall prevail.*

1. What is being proposed?

The Company proposes to return 56 pence in cash to you for each Existing Ordinary Share held by you as at 6.00 p.m. on Monday 7 July 2014. Subject to certain restrictions on some Overseas Shareholders, you will be able to elect whether you receive this cash as income, capital or a combination of the two.

2. Why is the Return of Cash being proposed?

The Board expects that with continued strong operational cash flows and an ongoing focus on organic growth and operating efficiency, the Group's balance sheet leverage, measured by the ratio of net debt to EBITDA, will be below 1.0x this year and is expected to fall in future years. In this event, the Group's financial structure would become less efficient.

The Board therefore believes it is appropriate to increase the Group's balance sheet leverage by returning approximately £1 billion of cash to Shareholders by way of the Return of Cash. After taking account of the Return of Cash, the Group's pro forma balance sheet leverage as at 31 March 2014 would have been approximately 1.5x, which the Board believes is consistent with its policy to maintain strong investment grade credit ratings. The Board, which has received financial advice from Rothschild, has taken full account of the Group's investment requirements and access to funding in reaching its decision that the Return of Cash is an appropriate amount to return to Shareholders.

3. How is this being done?

The Company proposes to implement this scheme by issuing all Shareholders with one new share for each Existing Ordinary Share held as at 6.00 p.m. on Monday 7 July 2014. These new shares will be either B Shares or C Shares. At the same time, the Company proposes to consolidate every 17 Existing Ordinary Shares into 16 New Ordinary Shares.

4. Is there a meeting to approve the Return of Cash?

As the Return of Cash requires the approval of Shareholders, a general meeting of the Company has been convened for 11.00 a.m. on Wednesday 11 June 2014 at Haberdashers' Hall, 18 West Smithfield, London EC1A 9HQ. Summary explanations of each of the Resolutions are set out at paragraph 12 of Part IV of this Circular. Resolutions 1, 2, 4 and 5 being proposed at the General Meeting will require a majority of 75 per cent or more of the votes cast to be in favour in order to be passed. Resolution 3 being proposed at the General Meeting will require more than 50 per cent of the votes cast to be in favour in order to be passed. The Return of Cash is conditional on the approval by Shareholders of each of Resolutions 1 and 2 to be proposed at the General Meeting and on Admission.

5. How do I vote at the General Meeting?

All Shareholders are entitled to attend and vote at the General Meeting, but are not obliged to do so. If you choose not to attend, we would encourage you to exercise your right to vote at the meeting by signing and returning the enclosed Form of Proxy so that it is received by the Company's Registrar, Capita Asset Services, by no later than 11.00 a.m. on Monday 9 June 2014.

Online voting for Shareholders that have registered for electronic communication

If you have registered for electronic communication, you may complete the Form of Proxy online via your portfolio at www.capitashareportal.com.

Online voting for Shareholders that have NOT registered for electronic communication

If you have not registered for electronic communication, you can appoint your proxy online at www.capitashareportal.com. You will need to input your Investor Code that is printed on the hard copy Form of Proxy you will have received with this Circular.

CREST members

If you hold your Existing Ordinary Shares in CREST, you may appoint a proxy by completing and transmitting a CREST Proxy Instruction to Capita Asset Services under participant ID RA10 so that it is received by no later than 11.00 a.m. on Monday 9 June 2014.

6. What do I need to do next?

Whether or not you intend to be present at the General Meeting, we would encourage you to vote on the Resolutions being proposed by appointing a proxy as described immediately above.

You should then consider whether or not you have a registered address, or are resident or located, in the United States, Canada, Australia, New Zealand, Japan or the Republic of South Africa (referred to as "**Restricted Territories**"). If you have a registered address in a Restricted Territory you will not be sent the Form of Election. If you have a registered address, or are resident or located, in a Restricted Territory (referred to as a "**Restricted Shareholder**") you will be deemed to have elected for the Income Option and so will not need to take any further action.

If you are not a Restricted Shareholder you will be able to choose between two alternatives as to how to receive your proceeds from the Return of Cash.

If you are not resident in the United Kingdom or you are a citizen, resident or national of another country, but you are not a Restricted Shareholder, you will be able to choose between two alternatives as to how to receive your proceeds from the Return of Cash but you are recommended to consult your own independent professional adviser and should read in particular paragraphs 5 and 7 of Part IV of this Circular carefully before making any choice.

7. What choices do I have?

If you are a Restricted Shareholder you will automatically be deemed to have elected for the Income Option in respect of all of your Existing Ordinary Shares and will not need to take any further action.

If you are not a Restricted Shareholder you can choose between the Income Option, Capital Option or a combination of these.

Each of these choices is set out in paragraph 2 of Part I and paragraph 4 of Part IV of this Circular. You do not have to elect the same alternative for all of your Existing Ordinary Shares and you may choose any combination of the two.

Before making any election or elections between the Alternatives available under the Return of Cash, you are recommended to consult your own independent professional adviser. In particular, US Shareholders and other Overseas Shareholders should read paragraphs 5 and 7 of Part IV of this Circular.

8. How do I elect for my chosen Alternative(s)?

Assuming you are not a Restricted Shareholder and you hold your Existing Ordinary Shares in certificated form, you can indicate your choice by completing and signing the enclosed Form of Election and returning it so as to be received by Capita Asset Services by no later than 1.00 p.m. on Monday 7 July 2014. Instructions on how to complete the Form of Election are printed on the form itself and are also set out in detail in Part III of this Circular.

Shareholders who hold their Existing Ordinary Shares in CREST will not be sent a Form of Election. They will, however, be able to make their election by way of a TTE Instruction through the CREST system to be received by Capita Asset Services by not later than 1.00 p.m. on Monday 7 July 2014. Further information for Shareholders who hold their Existing Ordinary Shares in CREST is contained in paragraph 13 of Part IV of this Circular.

Shareholders who have a registered address in a Restricted Territory will not be sent a Form of Election. US Shareholders and other Restricted Shareholders will be deemed to have elected for the Income Option in respect of ALL of their Return of Cash Entitlement.

If you wish to elect for the Income Option in respect of all of your Return of Cash Entitlement you do not have to make an election nor return your Form of Election nor make an election through CREST. You will automatically be deemed to have elected for the Income Option in respect of ALL of your Return of Cash Entitlement.

For further instructions on how to complete the Form of Election please see Part III of this Circular.

9. What happens if I do not make an Election by the deadline?

If you hold your Existing Ordinary Shares in certificated form and do not complete and return a valid Form of Election so that it is received by Capita Asset Services by 1.00 p.m. on Monday 7 July 2014 or, if you hold your Existing Ordinary Shares in uncertificated form and do not send a valid TTE Instruction for settlement by 1.00 p.m. on Monday 7 July 2014, you will be deemed to have elected for the Income Option in respect of ALL of your Return of Cash Entitlement.

10. What happens if I do nothing?

You do not have to elect for one of the Alternatives but if you do not make a valid election you will automatically be deemed to have elected for the Income Option in respect of ALL of your Return of Cash Entitlement.

11. What happens to my Existing Ordinary Shares?

The Return of Cash involves a Share Consolidation whereby your Existing Ordinary Shares will be consolidated into a smaller number of New Ordinary Shares. The Share Consolidation will reduce proportionately the number of shares in the Company that all Shareholders hold.

Accordingly for every 17 Existing Ordinary Shares that you own at 6.00 p.m. on Monday 7 July 2014, you will receive 16 New Ordinary Shares. If the Return of Cash were to take place but there was no Share Consolidation, the market price for an Ordinary Share would be likely to fall by an amount commensurate with the amount of cash returned to Shareholders (subject to normal market fluctuations) because the Company would no longer have the cash which is being returned to Shareholders. The intention of the Share Consolidation is to ensure that the price of each New Ordinary Share immediately after Admission should be approximately equal to the price of each Existing Ordinary Share immediately prior to the Return of Cash (subject to normal market fluctuations).

12. What if the number of Existing Ordinary Shares I hold at the Record Time does not divide exactly by 17?

If your holding of Existing Ordinary Shares at the Record Time (6.00 p.m. on Monday 7 July 2014) does not divide exactly by 17, you will be left with a fractional entitlement to a New Ordinary Share. So, for example, a Shareholder with 500 Existing Ordinary Shares would, after the Share Consolidation, be entitled to 470 New Ordinary Shares and a fractional entitlement to 10/17 of a New Ordinary Share. You will only receive a whole number of New Ordinary Shares. Fractional entitlements arising from the Share Consolidation will be aggregated and sold in the market on behalf of the relevant Shareholders. It is expected that you will be sent a cheque for your proportion of the sale proceeds (net of expenses) that relate to any fractional entitlements on Tuesday 29 July 2014 (or CREST members will have their CREST accounts credited with the sale proceeds that relate to any fractional entitlements on Tuesday 29 July 2014).

13. How will the Return of Cash affect my shareholding?

To give you an idea of how the Return of Cash would affect your shareholding we have set out some examples below:[1]

Alternative 1—Income Option

Number of Existing Ordinary Shares held at the Record Time	Number of C Shares you will receive	Number of New Ordinary Shares you will receive	Dividend expected to be despatched on 29 July 2014
100	100	94	£56
500	500	470	£280
1,000	1,000	941	£560

Alternative 2—Capital Option

Number of Existing Ordinary Shares held at the Record Time	Number of B Shares (and C Shares, if applicable,) you will receive	Number of New Ordinary Shares you will receive	Aggregate proceeds payable on redemption of B Shares and (if applicable) on disposal of C Shares expected to be despatched on 29 July 2014
100	100	94	£56
500	500	470	£280
1,000	1,000	941	£560

14. What happens to my current share certificates?

If you currently hold Existing Ordinary Shares in certificated form you will be issued with a new share certificate in respect of your New Ordinary Shares following the issue of New Ordinary Shares. Your existing share certificate(s) should then be destroyed as it (they) will become worthless.

If you currently hold Existing Ordinary Shares in uncertificated form your CREST account will be credited with New Ordinary Shares.

15. When do I get my new share certificate?

New Ordinary Share certificates will be despatched on Tuesday 29 July 2014. They are despatched at each Shareholder's own risk. To reduce this risk, please make every effort to ensure that Capita Asset Services holds your current address.

16. What if I sell or have sold or transferred all or some of my existing shares?

If you sell or have sold or otherwise transferred all of your Existing Ordinary Shares at any time prior to the Record Time (6.00 p.m. on Monday 7 July 2014), please forward this Circular, together with the accompanying documents (but not any personalised Form of Proxy or Form of Election), at once to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee. However, such documents should not be forwarded to or sent into or within any jurisdiction in which to do so would constitute a breach of the relevant laws of such jurisdiction. If you sell or have sold or otherwise transferred part only of your holding of Existing Ordinary Shares, please consult the bank, stockbroker or other agent through whom the sale or transfer was effected.

17. Can I trade my New Ordinary Shares?

Subject to Admission, New Ordinary Shares will be traded on the London Stock Exchange's main market for listed securities will be equivalent in all material respects (including as to the right to transfer) to Existing Ordinary Shares. It is expected that dealings in Existing Ordinary Shares will continue until 4.30 p.m. on

[1] If, immediately before the Share Consolidation, your holding of Existing Ordinary Shares does not divide exactly by 17, you will be left with a fractional entitlement to a New Ordinary Share. See the answer to question 12 above and paragraph 3 of Part IV of this Circular for further details.

Monday 7 July 2014 and that Admission of the New Ordinary Shares will become effective and dealings in them will commence on the London Stock Exchange by or as soon as practicable after 8.00 a.m. on Tuesday 8 July 2014 meaning there should not be any period when you cannot trade either your Existing Ordinary Shares or your New Ordinary Shares on the London Stock Exchange's main market for listed securities.

18. Can I trade my B Shares, C Shares and/or Deferred Shares?

Although the B Shares and C Shares are transferable (subject, in the case of the C Shares, to the applicable restrictions set out in the New Articles of Association (please refer to Part V of this Circular for further details)), neither they nor the Deferred Shares will be admitted to the Official List or to trading on the London Stock Exchange's main market for listed securities or listed or admitted to trading on any other recognised investment exchange. There will be no formal market for the B Shares or C Shares and your ability to trade or sell the B Shares or C Shares is therefore likely to be limited.

Should you wish to transfer some or all of your B Shares issued pursuant to the Capital Option and/or any of your C Shares (subject, in the case of C Shares, to the applicable restrictions set out in the New Articles of Association), you should send the relevant duly completed instrument(s) of transfer, together with any supporting documentation, to Capita Asset Services at Corporate Actions, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, United Kingdom so as to be received by Capita Asset Services as soon as possible on or after Tuesday 8 July 2014 and, in any event, by the Effective Date (in the case of B Shares issued pursuant to the Capital Option) and by 5.00 p.m. on the second Business Day prior to the Effective Date (in the case of C Shares issued pursuant to the Income Option and/or the Capital Option). If you transfer such shares prior to the Effective Date and deliver the relevant instrument(s) of transfer and any supporting documents as set out above, you will not be entitled to any proceeds which may become payable on such shares pursuant to the Return of Cash.

The Deferred Shares will have negligible value and carry extremely limited rights. The Deferred Shares will not be transferable (other than in the circumstances set out in Part V of this Circular) meaning you will not be able to trade or sell such Deferred Shares.

19. What if I am a citizen, resident or national of a country other than the UK?

Shareholders who are not resident in the UK, or who are citizens, residents or nationals of a country other than the UK, should read the additional information set out in paragraphs 5 and 7 of Part IV of this Circular. In particular, Overseas Shareholders should note that, by making a valid election for the Capital Option, such Shareholders will be deemed to represent, warrant, undertake and/or agree (as applicable) to the terms set out in paragraphs 5 and 7 of Part IV of this Circular. Furthermore, US Shareholders and other Restricted Shareholders will be deemed to have elected for the Income Option in respect of all their Return of Cash Entitlement. Shareholders who are subject to tax in a jurisdiction other than the UK or the United States, or who are in any doubt as to their tax position, are strongly recommended to consult their own independent professional adviser since the tax consequences of the Return of Cash may vary for such Shareholders.

20. What is my tax position?

A guide to certain UK tax consequences of the Return of Cash under current UK law and HM Revenue & Customs' published practice is set out in paragraph 1 of Part VI of this Circular and a summary of certain United States tax consequences of the Income Option for Shareholders under current United States tax law is set out in paragraph 2 of Part VI of this Circular.

Shareholders who are subject to tax in a jurisdiction other than the UK or the United States, or who are in any doubt as to the potential tax consequences of the Return of Cash, are strongly recommended to consult their own appropriate professional adviser.

21. What are the United States information reporting and backup withholding requirements in respect of the Return of Cash? Do I need to fill in any forms?

Any Shareholder:

(i) who receives proceeds from the sale of fractions of New Ordinary Shares arising on the Share Consolidation; and

(ii) whose proceeds from the sale of fractions of New Ordinary Shares arising on the Share Consolidation are (a) paid to an account maintained in the United States, (b) despatched to such Shareholder at an address in

the United States, (c) paid to such Shareholder who made an election from within the United States, or (d) paid to such Shareholder who has been or will be sent a confirmation of redemption or sale at an address in the United States,

may be subject to United States information reporting and backup withholding and is referred to the summary of certain aspects of the United States information reporting and backup withholding rules set out in paragraph 2 of Part VI of this Circular. Shareholders who are in any doubt as to their information reporting and backup withholding requirement should consult an appropriate professional adviser.

22. When will I receive my proceeds from the Return of Cash and how will these be paid?

This will depend on the election that you have made (or are deemed to have made) between the Alternatives.

In respect of elections for the Income Option, it is expected that relevant certificated Shareholders will be sent cheques or, if mandate instructions are held in respect of a sterling bank account, payments are expected to be made by BACS to mandated accounts on Tuesday 29 July 2014. Shareholders who hold their Ordinary Shares electronically in CREST, will receive a credit to their CREST account on Tuesday 29 July 2014.

In respect of valid elections for the Capital Option, it is expected that relevant Shareholders will be sent cheques or, if Shareholders hold their existing shares in CREST, their CREST accounts are expected to be credited on Tuesday 29 July 2014. To the extent the Purchase Offer is made (as described in more detail in Part IV of this Circular) Shareholders will be sent two separate payments, one in respect of the redemption of their B Shares and one in respect of the purchase of their C Shares.

In respect of any dividends payable pursuant to any Alternative, your present dividend mandate, where in respect of a sterling bank account, will (unless revoked or amended) be deemed to be valid for dividends payable by the Company. However, all payments under the Return of Cash will be made in sterling, notwithstanding any existing mandate instructions to the contrary.

The Company's dividend reinvestment plan (the "**DRIP**") will be suspended in relation to the Return of Cash.

23. What is the impact on Compass Group Employee Share Schemes?

Holders of Existing Ordinary Shares within the Compass Group UK Share Incentive Plan will be eligible to receive the Return of Cash and their shares will be subject to the Share Consolidation in the same way as other Shareholders.

Options and awards granted under the Compass Group Share Award Plans which remain unexercised at the Record Time do not entitle the holders of such options and awards to participate in the Return of Cash but such holders will receive the same number of shares in respect of those awards or options as they hold now. The Return of Cash will not affect the legal rights of the holders of such options and awards, and the number of Ordinary Shares over which participants have options or awards and any exercise price payable will remain unchanged. Other terms of the relevant options or awards will remain unchanged, except that, following the completion of the Return of Cash and the Share Consolidation, the Company's Remuneration Committee will consider the impact of these events on the performance targets for existing awards under the relevant Compass Group Share Award Plans.

The Share Consolidation, which forms part of the Return of Cash, is designed to maintain the intrinsic value of awards held under Compass Group Share Award Plans and options over Ordinary Shares following implementation of the Return of Cash. A summary of the implications of the Return of Cash for holders of awards or options over Ordinary Shares in Compass Group Employee Share Schemes is set out in paragraph 11 of Part IV of this Circular on page 35.

Separate communications are being sent to participants in the Compass Group Employee Share Schemes in respect of the Return of Cash.

24. What if I have any more questions?

If you have read this Circular and have any further questions, you may telephone the Shareholder Helpline, which is available between the hours of 9.00 a.m. and 5.30 p.m. Monday to Friday (except UK public holidays).

The Shareholder Helpline numbers are: 0800 121 7641 (from inside the UK) and +44 203 471 2731 (from outside the UK). Please note that calls to the Shareholder Helpline numbers may be monitored or recorded. Calls from a BT landline are free of charge. Costs for calls from mobile and other network providers may vary. Calls from outside the UK are chargeable at applicable international rates. Please note that for legal reasons the Shareholder Helpline will only be able to provide information contained in this Circular and will be unable to give advice on the merits of the Return of Cash, the Alternatives or to provide financial, investment or taxation advice.

Shareholders are recommended to consult their own independent professional adviser before making any election under the Return of Cash.

PART III—COMPLETING THE FORM OF ELECTION

To make an election, Shareholders who hold their Existing Ordinary Shares in certificated form must complete the Form of Election sent to them with this Circular. Shareholders who hold their Existing Ordinary Shares in CREST will not be sent a Form of Election and instead should make their election by means of a TTE Instruction and should refer to paragraph 13 of Part IV of this Circular for further information.

Shareholders wishing to receive the C Share Dividend (i.e. the Income Option) in respect of ALL of their Return of Cash Entitlement should NOT complete or return the Form of Election or make an election through CREST. US Shareholders and other Restricted Shareholders should NOT complete or return the Form of Election or make an election through CREST. Where a Shareholder has not elected for either of the Alternatives, the relevant number of C Shares will be issued in respect of the Shareholder's Existing Ordinary Shares and the C Share Dividend paid automatically.

The following instructions describe what Shareholders should do when completing the Form of Election. Shareholders need to take their own decision regarding any election(s) they make under the Return of Cash and are recommended to consult their own independent professional adviser.

References to "Boxes" are to the boxes on the Form of Election.

Number of Existing Ordinary Shares held

Box 1 shows the number of Existing Ordinary Shares registered in the name(s) of the Shareholder(s) as at 6.00 p.m. on Thursday 15 May 2014 (being the last practicable date prior to publication of this Circular) and is for information purposes only. If Shareholders do not sell or transfer any Existing Ordinary Shares registered in their name(s) or purchase additional Existing Ordinary Shares between that date and the Record Time (expected to be 6.00 p.m. on Monday 7 July 2014), then this number will also be the same as their Return of Cash Entitlement in respect of which they may make an election. If Shareholders sell or transfer any Existing Ordinary Shares registered in their name(s) and/or purchase additional Existing Ordinary Shares, they should ensure that their election corresponds to the number of Existing Ordinary Shares that will be registered in their name(s) at the Record Time.

Shareholders who participate in the DRIP in respect of the Interim Dividend to be paid on Thursday 26 June 2014 will see their registered holding for the purposes of the Form of Election increase accordingly and such additional holding of Existing Ordinary Shares will be eligible for the Return of Cash and Shareholders should consider this when making an election.

How Shareholders may elect for one Alternative in respect of ALL of their Return of Cash Entitlement

To elect for the **Income Option** in respect of *ALL* of their Return of Cash Entitlement, Shareholders should take no further action and should not complete or return the Form of Election or make an election through CREST. Shareholders who do not complete or return the Form of Election will automatically receive only C Shares in respect of all of their Return of Cash Entitlement, on which the C Share Dividend is expected to be paid.

To elect for the **Capital Option** in respect of *ALL* of their Return of Cash Entitlement, Shareholders should insert the word "ALL" where indicated in Box 2.

How Shareholders may split their Return of Cash Entitlement between the two Alternatives

To split your Return of Cash Entitlement between the two Alternatives, you should enter, in numbers, the number of Existing Ordinary Shares you wish to elect for the Capital Option in Box 2.

If the total number of Existing Ordinary Shares entered by a Shareholder in Box 2 is less than his shareholding at the Record Time, the balance of his holding will be deemed elected to the Income Option.

Incorrect completion of the Form of Election

Where a Shareholder completes a Form of Election but makes no election for the Capital Option in Box 2 then that Shareholder will be deemed to have elected for the Income Option in respect of ALL of his Return of Cash Entitlement.

If a Shareholder enters a number of Existing Ordinary Shares in Box 2 that is greater than his shareholding at the Record Time, his election for the Capital Option will be reduced to his actual holding at the Record Time.

Dematerialisation of Existing Ordinary Shares following election

If the Existing Ordinary Shares to which any election made on the enclosed Form of Election relates are currently held in certificated form and are "dematerialised" into uncertificated form (i.e. held in CREST) after the relevant Form of Election has been submitted but before the Election Deadline, such election will become invalid. Shareholders who subsequently hold such Existing Ordinary Shares in uncertificated form in CREST will need to give a valid TTE Instruction in place of the submitted Form of Election by the Election Deadline.

General

The Directors and/or the Company Secretary shall have absolute discretion to determine all questions as to the form and validity (including time and place of receipt) of any Form of Election or TTE Instruction, which determination shall be final and binding. The Directors and/or the Company Secretary also reserve the absolute right to waive any defect or irregularity in relation to, or in relation to the receipt of, any Form of Election completed by or on behalf of any Shareholder, and such determination shall be binding on such Shareholder(s). Neither the Directors nor the Company Secretary shall be liable to Shareholders for any loss arising from the determination of questions as to the form and validity (including time and place of receipt) of any Form of Election or TTE Instruction, unless attributable to their own wilful default, fraud or negligence and neither the Directors nor the Company Secretary shall be under any duty to give notification of any defect or irregularity in any Form of Election or incur any liability for failure to give any such notice.

Once the Election Period has ended, any election made is irrevocable. If the Election Period is extended, the period for exercising withdrawal rights will also be extended (these rights are described more fully in paragraph 6 of Part IV of this Circular). No authority conferred by or agreed by the signing of a Form of Election will be affected by, and all such authority will survive, the death or incapacity of the Shareholder executing such form or giving such instruction. All obligations of such Shareholder will be binding upon the heirs, personal representatives, successors and assigns of such Shareholder.

B Shares and/or C Shares which are transferred or otherwise disposed of shall remain subject to the relevant Shareholder's election (or deemed election) for any Alternatives made in respect of such B Shares and/or C Shares.

Signing the Form of Election

The Form of Election shows the name of the Shareholder, or names of joint Shareholders, of Existing Ordinary Shares by reference to which an election can be made in respect of the corresponding Return of Cash Entitlement. The Shareholder, or all joint Shareholders, must sign the Form of Election. The signatures of Shareholders who are individuals need to be witnessed. The witness must be over 18 years of age and cannot be the Shareholder, or one of the joint Shareholders, or otherwise have any financial interest in the relevant shares or in the proceeds resulting from the execution of the Form of Election. However, one person may separately witness the signature of all joint Shareholders. If the Form of Election is signed under a power of attorney, the original power of attorney should be sent to Capita Asset Services with the Form of Election.

Final instructions on completing a Form of Election

Shareholders returning a Form of Election must sign it where applicable in front of a witness.

All Shareholders named on a Form of Election must sign the Form of Election. Once completed, signed and, where applicable, witnessed, the Form of Election should be returned in the reply-paid envelope provided. No stamps will be needed if posted in the United Kingdom or in any other country in the EU/EEA. To be valid, Forms of Election must be returned so as to be received by Capita Asset Services by the Election Deadline (1.00 p.m. on Monday 7 July 2014). If Shareholders do not use the envelope provided, postage will be payable and the Form of Election should be sent to Capita Asset Services at Corporate Actions, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, United Kingdom.

Shareholders who do not validly complete and return their Form of Election will be deemed to have elected for the Income Option in respect of ALL of their Return of Cash Entitlement.

Shareholders who need assistance in completing the Form of Election or have any queries relating to it may telephone the Shareholder Helpline on 0800 121 7641 (+44 203 471 2731 if calling from outside the United Kingdom) between 9.00 a.m. and 5.30 p.m. Monday to Friday (except UK public holidays). Please note that calls to the Shareholder Helpline number may be monitored or recorded for security and training purposes. Calls from a BT landline are free of charge. Costs for calls from mobile and other network providers may vary. Calls from outside the UK are chargeable at applicable international rates.

Please note that the Shareholder Helpline will be unable to give advice on the merits of the Return of Cash, the Alternatives or to provide financial, investment or taxation advice.

PART IV—DETAILS OF THE PROPOSED RETURN OF CASH

1. PROPOSED RETURN OF CASH

The Return of Cash comprises the Capital Reorganisation (including the Share Consolidation described in paragraph 3 of this Part IV) and the Alternatives (described in paragraph 4 of this Part IV).

The aggregate amount to be returned to Shareholders under the Return of Cash will depend on the number of Existing Ordinary Shares in issue at the Record Time. However, based on the number of Existing Ordinary Shares in issue on Thursday 15 May 2014 (being the last practicable date prior to publication of this Circular), the aggregate amount to be returned under the Return of Cash would amount to approximately £1 billion.

2. CONDITIONS TO THE IMPLEMENTATION OF THE RETURN OF CASH

The Return of Cash is conditional upon:

(a) the approval by the requisite majority of Shareholders of each of Resolutions 1 and 2 to be proposed at the General Meeting; and

(b) Admission.

If these conditions are not satisfied by 8.00 a.m. on the Admission Date, or such later time and/or date as the Directors may determine, no B Shares or C Shares will be allotted or issued, the Share Consolidation will not take place, no New Ordinary Shares will be created and the Return of Cash will not take effect.

3. CAPITAL REORGANISATION

The proposed Capital Reorganisation consists of the allotment and issue of B Shares and C Shares and the Share Consolidation, each described below.

Allotment and issue of B Shares and C Shares

It is proposed that the Company capitalise a sum not exceeding £406.8 million standing to the credit of the Company's share premium account for the purpose of paying up in full B Shares with a nominal value of 56 pence each and C Shares with a nominal value of 0.0001 pence each.

The B Shares and C Shares will be issued to Shareholders on the basis of one B Share or one C Share for each Existing Ordinary Share held at the Record Time, which is expected to be 6.00 p.m. on Monday 7 July 2014.

The exact number of B Shares and C Shares to be issued will depend upon (in addition to the factors described below) the elections made (or deemed to be made) by each Shareholder between the Alternatives, but in total will be equal to the number of Existing Ordinary Shares in issue at the Record Time. As at Thursday 15 May 2014 (the last practicable date prior to the publication of this Circular) there were 1,784,731,205 Existing Ordinary Shares in issue.

The number of B Shares which will be issued is effectively subject to a maximum limit (a) by reference to the aggregate amount of the Company's share premium account and (b) by virtue of the objective of achieving the taxation treatment for certain Shareholders (other than US Shareholders and other Restricted Shareholders) as generally described in paragraph 1 of Part VI of this Circular. In order for the redemption proceeds to be taxed as generally described in paragraph 1 of Part VI of this Circular, the B Shares must be paid up in full as to the redemption amount out of the amounts standing to the credit of the Company's share premium account that represent new consideration for tax purposes and have not previously been taken into account in payments to Shareholders, being a maximum amount of £406.8 million. Given the Company's proposal to return in aggregate approximately £1 billion to Shareholders under the Return of Cash, it will also be necessary for the Company to allot and issue a certain number of C Shares, again paying up such shares in full using the Company's share premium account in order to complete the Return of Cash.

The maximum number of B Shares which may be issued, and the actual number of B Shares and C Shares to be allotted and issued, will be determined by the Directors (in their absolute discretion) taking account of the foregoing. However, on Thursday 15 May 2014 (being the last practicable date prior to publication of this Circular) and assuming that all Shareholders had validly elected for the Capital Option, the Company would have

been able to allot and issue (credited as fully paid) a maximum of 726,428,571 B Shares with a nominal value of 56 pence each. If elections are made for a greater number of B Shares than are able to be issued, the scaling-back arrangements described in paragraph 4 of this Part IV would apply, but it is expected that Shareholders will receive the same cash proceeds of 56 pence per Existing Ordinary Share, whether this is effected through B Shares, C Shares or a combination of the two.

The rights and restrictions to be attached to the B Shares and the C Shares are more fully set out in paragraphs 1 and 2 of Part V, respectively, of this Circular.

No application has been, or will be, made for the B Shares or the C Shares to be admitted to listing on the Official List or admitted to trading on the London Stock Exchange's main market for listed securities, nor will the B Shares or C Shares be listed or admitted to trading on any other recognised investment exchange.

No share certificates will be issued in respect of the B Shares or the C Shares (whether issued to satisfy elections for the Income Option or the Capital Option), and no CREST accounts will be credited with such shares.

The Company will announce the exact number of B Shares and C Shares issued under the proposed Capital Reorganisation on the Admission Date.

Share Consolidation

Under the proposed Share Consolidation, the Existing Ordinary Shares will be sub-divided and consolidated so that Shareholders will receive 16 New Ordinary Shares for every 17 Existing Ordinary Shares held at the Record Time. The nominal value of each New Ordinary Share will be 10 5/8 pence.

The intention is that, subject to market fluctuations, the market price of one New Ordinary Share immediately after Admission should be approximately equal to the market price of one Existing Ordinary Share immediately beforehand. The ratio used for the Share Consolidation has been set by reference to the closing middle market price of 980.5 pence per Existing Ordinary Share on Tuesday 13 May 2014 (the last practicable date before the announcement of the Return of Cash and associated Share Consolidation). The effect of this will be to reduce the number of Ordinary Shares in issue to reflect the return of 56 pence per Existing Ordinary Share to Shareholders under the Return of Cash. However, Shareholders will own the same proportion of the Company as they did beforehand, subject to fractional entitlements and to any dilution as a result of issues of New Ordinary Shares to one of the Company's employee benefit trusts or under the Compass Group Employee Share Schemes.

In order to ensure that a whole number of New Ordinary Shares is created following the implementation of the Share Consolidation, it is proposed that the Company will issue a small number of Existing Ordinary Shares at nominal value to one of the Company's employee benefit trusts in advance of the Record Time and immediately prior to the Share Consolidation becoming effective.

Subject to Admission, New Ordinary Shares will be traded on the London Stock Exchange's main market for listed securities in the same way as Existing Ordinary Shares and will be equivalent in all material respects to the Existing Ordinary Shares (including as to dividend, voting and other rights), with the exception of the difference in nominal value and the New Ordinary Shares being subject to the rights of the B Shares and the C Shares.

Application will be made for the New Ordinary Shares to be admitted to the Official List and to trading on the London Stock Exchange's main market for listed securities with a premium listing, with Admission expected to take place and dealings expected to commence by or as soon as practicable after 8.00 a.m. on the Admission Date under ISIN GB00BLNN3L44. The Company will apply for the New Ordinary Shares to be admitted to CREST with effect from Admission so that general market transactions in the New Ordinary Shares may be settled within the CREST system.

Share certificates representing the New Ordinary Shares will be issued following the Capital Reorganisation and sent to Shareholders on Tuesday 29 July 2014. Shareholders who hold their Existing Ordinary Shares in CREST will automatically have their New Ordinary Shares credited to their CREST account. The relevant CREST accounts will be credited at approximately 8.00 a.m. on the Admission Date.

Fractional entitlements to New Ordinary Shares

Unless a holding of Existing Ordinary Shares is exactly divisible by 17, a Shareholder will have a fractional entitlement to a New Ordinary Share following the Share Consolidation. So, for example, a Shareholder holding

500 Existing Ordinary Shares would, after the Share Consolidation, be entitled to 470 New Ordinary Shares and a fractional entitlement of 10/17 of a New Ordinary Share. By contrast, a Shareholder holding 510 Existing Ordinary Shares would, after the Share Consolidation, be entitled to 480 New Ordinary Shares and no fractional entitlement.

These fractional entitlements will all be aggregated into New Ordinary Shares and sold in the market. The net proceeds of sale will be distributed pro rata to relevant Shareholders. Cheques in respect of the net proceeds of sale will be despatched to relevant Shareholders or CREST accounts credited with the net proceeds, as appropriate, on Tuesday 29 July 2014.

Interim Dividend

On 14 May 2014 the Company announced an interim dividend for the half year ended 31 March 2014 of 8.8 pence per Existing Ordinary Share, amounting to £157 million in aggregate. The Company intends to pay the Interim Dividend on the Existing Ordinary Shares on Thursday 26 June 2014 to the Shareholders on the register as at close of business on Friday 23 May 2014.

Dividend Reinvestment Programme

The DRIP will be suspended in relation to the Return of Cash. All mandates and other instructions provided by Shareholders regarding participation in the DRIP shall, unless revoked or amended, be deemed, as from the Effective Date, to be valid and effective mandates and instructions to the Company in relation to participation in the DRIP with respect to the Shareholders' holdings of New Ordinary Shares. For the avoidance of doubt the DRIP will be available and operate as normal on the Interim Dividend noted above. The latest date for receipt of new applications to participate in the DRIP in respect of the Interim Dividend is Sunday 1 June 2014.

4. ALTERNATIVES

Shareholders (with the exception of US Shareholders and other Restricted Shareholders) may choose between the two Alternatives (the Income Option and the Capital Option), or a combination of the two Alternatives, in respect of their Return of Cash Entitlement. Details of how to make an election are set out in Part III of this Circular and on the Form of Election enclosed with this Circular in respect of Existing Ordinary Shares held in certificated form and, in respect of Existing Ordinary Shares held in CREST, in paragraph 13 of this Part IV. If you elect for more than one Alternative, you will need to specify a whole number of shares for your Return of Cash Entitlement for the Alternative that you choose.

As described in more detail in this Part IV, the Alternatives will involve the issue to Shareholders of one B Share or one C Share for each Existing Ordinary Share (as applicable). There will be no concentration of control of the Company as a result of the Return of Cash.

Shareholders with a registered address in a Restricted Territory will not be sent a Form of Election. Shareholders who do not make a valid election, and all US Shareholders and other Restricted Shareholders, will be deemed to have elected for the Income Option in respect of ALL their Return of Cash Entitlement.

Shareholders who do not complete and return a valid Form of Election or TTE Instruction by 1.00 p.m. on Monday 7 July 2014 will be deemed to have elected for the Income Option in respect of ALL their Return of Cash Entitlement. Shareholders who complete a valid Form of Election or TTE Instruction in respect of less than their entire Return of Cash Entitlement will be deemed to have elected for the Income Option for those Existing Ordinary Shares in respect of which no election has been made.

Shareholders should read the general guidance on certain aspects of the UK and US tax consequences of the Return of Cash set out in Part VI of this Circular. **Shareholders who are in any doubt as to their tax position, or who are subject to tax in a jurisdiction other than the United Kingdom or the United States, should consult an appropriate professional adviser.**

Alternative 1—Income Option

Shareholders who validly elect, or are deemed to have elected, for the Income Option in respect of some or all of their Return of Cash Entitlement will receive one C Share in respect of each Existing Ordinary Share held at the

Record Time. Shareholders who do not make a valid election, and all US Shareholders and other Restricted Shareholders, will automatically be deemed to have elected for the Income Option in respect of all their Existing Ordinary Shares.

The C Share Dividend of 56 pence will become automatically payable on each such C Share on the Effective Date. It is expected that certificated Shareholders entitled to receive the C Share Dividend will be sent cheques or, if mandate instructions are held in respect of a sterling bank account, that payments will be made by BACS to mandated accounts in respect of the C Share Dividend by the Payment Date. CREST accounts will be credited with payment for CREST holders. All payments in respect of the C Share Dividend will be made in sterling, notwithstanding any existing mandate instructions to the contrary, and will be rounded down to the nearest penny.

Following payment of the C Share Dividend, the C Shares upon which the C Share Dividend becomes payable will be automatically reclassified as Deferred Shares, with the Shareholder receiving one Deferred Share for each such C Share. The Deferred Shares will carry extremely limited rights as more fully described in paragraph 3 of Part V of this Circular and will have negligible value.

The Company may purchase all Deferred Shares then in issue at any time for an aggregate consideration of one penny. In order to achieve this, it is currently expected that, if required, the Company, on behalf of all Shareholders who hold Deferred Shares at the relevant time, would execute a transfer of all such Deferred Shares to Barclays Bank PLC for an aggregate consideration of one penny and then purchase the Deferred Shares from Barclays Bank PLC under the Option Agreement. The Deferred Shares would then be cancelled. In view of the negligible amount of the aggregate consideration, Shareholders will not be entitled to have any part of the aggregate consideration in respect of the purchase of such Deferred Shares paid to them.

No share certificates will be issued in respect of the C Shares or the Deferred Shares and no CREST accounts will be credited with C Shares or Deferred Shares. Neither the C Shares nor the Deferred Shares will be listed on the Official List or traded on the London Stock Exchange's main market for listed securities or listed or admitted to trading on any other recognised investment exchange.

The rights and restrictions attached to the C Shares and the Deferred Shares are more fully set out in paragraphs 2 and 3 of Part V of this Circular respectively.

US Shareholders and other Restricted Shareholders will automatically be deemed to have elected for the Income Option in respect of all their Return of Cash Entitlement. The attention of Overseas Shareholders (and, in particular, US Shareholders and other Restricted Shareholders) is generally drawn to paragraph 7 of this Part IV.

Alternative 2—Capital Option

Shareholders (other than US Shareholders and other Restricted Shareholders) who validly elect for the Capital Option will receive one B Share or, to the extent that the scaling-back arrangements described below are applied, one C Share in respect of each Existing Ordinary Share held at the Record Time. The circumstances in which Shareholders may receive C Shares rather than B Shares under this Capital Option are described below.

It is proposed that the Company capitalise a sum not exceeding £406.8 million standing to the credit of the Company's share premium account for the purpose of paying up in full B Shares with a nominal value of 56 pence each and C Shares with a nominal value of 0.0001 pence each as described above in paragraph 3 of this Part IV.

The maximum number of B Shares which may be issued, and the actual number of B Shares and C Shares to be allotted and issued, will be determined by the Directors (in their absolute discretion) as described above in paragraph 3 of this Part IV.

Where the number of B Shares that would, absent the application of such limit, fall to be allotted and issued solely on the basis of elections made by Shareholders exceeds the actual number of B Shares to be allotted and issued as determined by the Directors, the following will apply. To the extent that there are insufficient B Shares to satisfy in full all valid elections for the Capital Option, the available B Shares will be split amongst the Shareholders who have made valid elections for the Capital Option (pro rata to the number of Existing Ordinary Shares for which a valid election for the Capital Option has been made) and the Company will then issue C Shares in relation to the

balance of the valid elections for the Capital Option, up to the limit of each Shareholder's Return of Cash Entitlement. If the proportion of B Shares and C Shares a Shareholder is entitled to would result in a fractional entitlement to a B Share or a C Share, the number of B Shares to which a Shareholder is entitled will be reduced down to the nearest whole number and the number of C Shares to which a Shareholder is entitled will be rounded up to the nearest whole number.

All B Shares issued will be redeemed by the Company for 56 pence each on the Effective Date. Each such B Share will be cancelled on redemption.

Any C Shares issued to satisfy valid elections, or deemed elections, for the Capital Option will not have the C Share Dividend paid on them (as they would under the Income Option). Instead, it is expected that Barclays Bank PLC, acting as principal (and not as fiduciary, agent, nominee or trustee), will purchase such C Shares under the Purchase Offer on the Purchase Offer Effective Date for 56 pence per C Share, free of all dealing expenses and commissions. Shareholders are advised to read the terms which would apply to the Purchase Offer, set out below in paragraph 5 of this Part IV, before electing for the Capital Option.

Both the making of the Purchase Offer and, if made, settlement of the purchase to be made in connection with the Purchase Offer, are subject to certain conditions and, although it is expected that Barclays Bank PLC will purchase under the Purchase Offer those C Shares issued to satisfy elections and deemed elections for the Capital Option, there can be no guarantee that it will do so. In the unlikely event that such C Shares have not been purchased by the Default Deadline, it is expected that a Default Dividend of 56 pence will be declared on the Default Dividend Date on each such C Share.

It is expected that Shareholders entitled to receive payments in respect of the proceeds from the redemption of B Shares issued pursuant to the Capital Option and/or, if applicable, the proceeds received under the Purchase Offer, will be sent cheques or, if Shareholders hold their Existing Ordinary Shares in CREST, will have their CREST accounts credited, on the Payment Date. Shareholders will receive a payment in respect of any proceeds of the Purchase Offer separately from the payment of proceeds from the redemption of B Shares and in each case rounded down to the nearest penny; however, this will not affect Shareholders' aggregate entitlement nor the timing of receipt.

In the unlikely event that C Shares have not been purchased under the Purchase Offer by the Default Deadline, the Default Dividend will be paid and Shareholders receiving the Default Dividend will be sent cheques or, if mandate instructions are held in respect of a sterling bank account, payments will be made by BACS to mandated accounts, or by way of a credit to their CREST Account, in respect of the Default Dividend on the Default Payment Date.

All payments in respect of the proceeds from the redemption of B Shares or proceeds received under the Purchase Offer or in respect of the Default Dividend will be made in sterling, notwithstanding any existing mandate instructions to the contrary, and in each case will be rounded down to the nearest penny.

Each B Share redeemed pursuant to the Capital Option will be cancelled. Pursuant to the terms of the Option Agreement, following completion of the Purchase Offer and subject to certain conditions being satisfied under the Option Agreement and to Barclays Bank PLC being registered as the holder of the C Shares purchased by it pursuant to the Purchase Offer, Barclays Bank PLC will have the right to require the Company to purchase from it those C Shares (if any) purchased by Barclays Bank PLC, acting as principal (and not as fiduciary, agent, nominee or trustee) from Shareholders under the Purchase Offer at a price per C Share of an amount equal to the aggregate of (i) 56 pence plus (ii) an amount equal to any stamp duty or stamp duty reserve tax paid by Barclays Bank PLC as a result of its purchase of the C Shares pursuant to the Purchase Offer divided by the total number of C Shares so purchased less (iii) the amount of any dividend declared by the Company on such C Share to Barclays Bank PLC. Any C Shares purchased from Barclays Bank PLC by the Company pursuant to the Option Agreement will be cancelled.

In the unlikely event that the C Shares have not been purchased by Barclays Bank PLC by the Default Deadline, the C Shares upon which the Default Dividend is paid will be automatically reclassified as Deferred Shares. The Deferred Shares will carry extremely limited rights as more fully described in paragraph 3 of Part V of this Circular and will have negligible value. The Company has agreed to purchase all Deferred Shares then in issue for an aggregate consideration of one penny. In order to achieve this, it is currently expected that, if required, the Company, on behalf of all Shareholders who hold Deferred Shares at the relevant time, would execute a transfer of all such Deferred Shares to Barclays Bank PLC for an aggregate consideration of one penny and then purchase

the Deferred Shares from Barclays Bank PLC under the Option Agreement for an aggregate consideration of one penny. The Deferred Shares would then be cancelled. In view of the negligible amount of the aggregate consideration, Shareholders will not be entitled to have any part of this consideration paid to them.

The B Shares, the C Shares and the Deferred Shares will not be listed on the Official List or traded on the London Stock Exchange's main market for listed securities, nor will such shares be listed or admitted to trading on any other recognised investment exchange. No share certificates will be issued in respect of the B Shares, the C Shares or the Deferred Shares and no CREST accounts will be credited with such shares.

The rights and restrictions attached to the B Shares, the C Shares and the Deferred Shares are more fully set out in paragraphs 1, 2 and 3 respectively of Part V of this Circular. Details of the Purchase Offer are set out in paragraphs 5 and 15 of this Part IV of this Circular.

The attention of Overseas Shareholders (and, in particular, US Shareholders and other Restricted Shareholders) is generally drawn to paragraph 7 of this Part IV.

5. TERMS OF THE PURCHASE OFFER

The following terms will apply to the Purchase Offer:

(a) no contract between a Shareholder and Barclays Bank PLC will arise in relation to the sale and purchase of any C Shares, or under which Barclays Bank PLC may (subject to conditions or otherwise) become entitled or obliged to purchase any C Shares under the Purchase Offer, unless and until Barclays Bank PLC, acting as principal (and not as fiduciary, agent, nominee or trustee) makes the Purchase Offer, which is expected to be by way of an announcement released by the Company through a Regulatory Information Service on the Purchase Offer Effective Date, at which point such offer shall be accepted on behalf of Shareholders in respect of C Shares issued to satisfy valid elections for the Capital Option by the Company, or any of the Directors, the Company Secretary or any employee of the Company for the time being acting as such Shareholder's attorney (as described in paragraph (c) below). The obligation of Barclays Bank PLC to make the Purchase Offer is conditional upon the satisfaction, or waiver by Barclays Bank PLC, of a number of conditions which are summarised in paragraph 15 of this Part IV. In addition, under the terms of the Purchase Offer Agreement, Barclays Bank PLC shall only be obliged to make the Purchase Offer if the Company serves written notice on Barclays Bank PLC by 6.00 p.m. on Monday 14 July 2014 (or such other time and/or date as Barclays Bank PLC and the Company may agree in writing);

(b) to complete the Purchase Offer, Barclays Bank PLC shall pay each holder of C Shares issued to satisfy valid elections (or deemed elections) for the Capital Option an amount equal to 56 pence per such C Share. To effect this payment, Barclays has undertaken to transfer an amount equal to 56 pence per C Share issued to satisfy valid elections for the Capital Option to Capita Asset Services in cleared funds to be received by Capita Asset Services on or before 12.00 p.m. on Tuesday 28 July 2014 or such other date as may be agreed by the Company and Barclays Bank PLC in writing, subject to first having received an irrevocable undertaking from Capita Asset Services to transfer the funds received from Barclays Bank PLC to the relevant Shareholders on Tuesday 29 July 2014;

(c) execution by or on behalf of a Shareholder of a Form of Election, or the giving of a TTE Instruction, which includes an election (or constitutes a deemed election) to participate in the Purchase Offer under the Capital Option will irrevocably appoint the Company, or any of the Directors, the Company Secretary or any employee of the Company for the time being, as attorney for and/or agent of the Shareholder with authority on that Shareholder's behalf and in his or their name, to exercise all rights, powers and privileges attached to the C Shares or otherwise capable of being exercised by that Shareholder in respect of the C Shares in order to give effect to his or their election (or deemed election) and to do all acts and things and to execute all such deeds, transfers and other documents as such attorney and/or agent shall consider necessary to give effect to that Shareholder's election (or deemed election);

(d) the Form of Election, or the giving of a TTE Instruction, which includes an election (or constitutes a deemed election) to participate in the Purchase Offer under the Capital Option and all contracts and matters (whether contractual or non-contractual) resulting therefrom will be governed by and construed in accordance with English law. Execution by or on behalf of a Shareholder of such a Form of Election or, as the case may be, the giving of a TTE Instruction constitutes that Shareholder's submission, in relation to all matters arising out of or in connection with such form or instruction and the exercise of the powers of attorney or agent appointed thereunder, to the exclusive jurisdiction of the English courts;

(e) upon execution of a Form of Election or the giving of a TTE Instruction, which includes an election (or constitutes a deemed election) to participate in the Purchase Offer under the Capital Option, the Shareholder

represents and warrants that such Shareholder has full power and authority to tender, sell, assign, transfer or otherwise dispose of the C Shares in relation to which that Shareholder has accepted the Purchase Offer under that Form of Election or TTE Instruction and that Barclays Bank PLC will acquire such C Shares free and clear from all liens, charges, restrictions, claims, equitable interests and encumbrances and together with all rights attaching thereto. In addition, by execution of the Form of Election or the giving of a TTE Instruction which includes an election (or constitutes a deemed election) to participate in the Purchase Offer under the Capital Option, the Shareholder: (i) agrees that he or she will do all other things and execute any additional documents which may be necessary or, in the opinion of Barclays Bank PLC, desirable to effect the purchase of such C Shares by Barclays Bank PLC and/or to perfect any of the authorities expressed to be given under the Form of Election or by virtue of giving the TTE Instruction; and (ii) acknowledges that Barclays Bank PLC shall have no liability whatsoever to such Shareholder in respect of acts done or omitted to be done by it on behalf of such Shareholder in connection with the instructions given to it by such Shareholder pursuant to the Form of Election, the TTE Instruction or otherwise in relation to the Purchase Offer;

(f) each Shareholder who executes a Form of Election, or on whose behalf a Form of Election is executed or TTE Instruction is given irrevocably represents to, warrants to, undertakes to and agrees with the Company and Barclays Bank PLC that such Shareholder has observed the laws of all relevant territories, obtained any requisite governmental or other consents, complied with all requisite formalities and paid any issue, transfer or other taxes due from such Shareholder in any territory in connection with any election for any of the Alternatives (or any transaction resulting therefrom) and such Shareholder has not taken or omitted to take any action which may result in the Company, Barclays Bank PLC or any other person acting in breach of the legal or regulatory requirements of any territory in connection with the Return of Cash or such Shareholder's election (or constitutes a deemed election) for any of the Alternatives (or any transaction resulting therefrom);

(g) upon execution of a Form of Election, or the giving of a TTE Instruction, which includes an election (or constitutes a deemed election) to participate in the Purchase Offer under the Capital Option, the Shareholder represents and warrants that such Shareholder does not have its registered address in a Restricted Territory and is not resident or located in a Restricted Territory and is not acting on behalf of a person resident or located in a Restricted Territory;

(h) no authority conferred or agreed to by execution of the Form of Election, or the giving of a TTE Instruction, which includes an election (or constitutes a deemed election) to participate in the Purchase Offer under the Capital Option shall be affected by, and all such authority shall survive, the death or incapacity of the Shareholder executing such form or giving such instruction. All obligations of such Shareholder shall be binding upon the heirs, personal representatives, successors and assigns of such Shareholder;

(i) by execution of the Form of Election, or the giving of a TTE Instruction, which includes an election (or constitutes a deemed election) to participate in the Purchase Offer under the Capital Option, the Shareholder agrees and undertakes that any tender, transfer, sale, assignment or other disposal of any C Share subject to the Purchase Offer by or on behalf of such Shareholder shall be: (a) effected in accordance with the Company's New Articles of Association; and (b) on terms that each such C Share is tendered, transferred, sold, assigned or otherwise disposed of subject to such Shareholder's election (or deemed election) and, in particular, on and subject to the terms of the Purchase Offer (including, for the avoidance of doubt, such Shareholder's grant of a power of attorney on the terms set out in paragraph (c) above); and

(j) the Directors or the Company Secretary may, if they so determine in their absolute discretion, accept a Form of Election or TTE Instruction which includes an election (or a deemed election) to participate in the Purchase Offer under the Capital Option which is received after the relevant time or which is not correctly completed.

Details of the agreements relating to the Purchase Offer are set out in paragraph 15 of this Part IV.

6. WITHDRAWAL RIGHTS

Any election for an Alternative, whether made by the signing of the Form of Election or the giving of a TTE Instruction, may be withdrawn by a Shareholder at any time up to 1.00 p.m. on Monday 7 July 2014. Thereafter, such election will be irrevocable. If an election is validly withdrawn, the Shareholder may make a new election during the Election Period, but if a new valid election is not made by the Election Deadline, the Shareholder will be deemed to have elected for the Income Option. After the end of the Election Period, any election made during the Election Period will be irrevocable. If the Election Period is extended, withdrawal rights will be correspondingly extended.

Shareholders wishing to withdraw their election must call the Shareholder Helpline by calling 0800 121 7641 (+44 203 471 2731 if calling from outside the United Kingdom) between 9.00 a.m. and 5.30 p.m. Monday to Friday (except UK public holidays). Please note that calls to the Shareholder Helpline number may be monitored or recorded for security and training purposes. Calls from a BT landline are free of charge. Costs for calls from mobile and other network providers may vary. Calls from outside the UK are chargeable at applicable international rates. If such Shareholders wish to re-elect in respect of any of the Alternatives, they can request a replacement Form of Election or receive instructions on how to re-elect through CREST from the Shareholder Helpline. Shareholders will need to take into account the postal time necessary for a replacement Form of Election to reach Capita Asset Services by the Election Deadline (1.00 p.m. on Monday 7 July 2014).

For a withdrawal of any election to be effective, a written notice of withdrawal signed by the person(s) who signed the relevant Form of Election or who gave the relevant TTE Instruction must:

(a) specify the name(s) and address(es) of the person(s) who tendered the election to be withdrawn, the investor code (which, for Shareholders who hold their Existing Ordinary Shares in certificated form, appears on the front page of the relevant Form of Election) and the exact number of their Existing Ordinary Shares in respect of which the election is to be withdrawn; and

(b) in the case of an election originally made by a TTE Instruction, be accompanied by a valid ESA Message given by the person(s) who gave the relevant TTE Instruction,

and be received by Capita Asset Services no later than 1.00 p.m. on Monday 7 July 2014.

Telex, facsimile, electronic mail or other electronic means of transmission or any form of copy of written notice will not constitute a written instruction of withdrawal.

Withdrawals may not be rescinded, but re-elections may be made at any time prior to 1.00 p.m. on Monday 7 July 2014. Any re-elections that are received by Capita Asset Services after the end of the Election Period will be deemed invalid for the purposes of the Alternatives. Any Shareholder who withdraws their election in accordance with this paragraph 6 before the end of the Election Period and does not validly re-elect in respect of their Return of Cash Entitlement will be deemed to have elected for the Income Option in respect of all of their Return of Cash Entitlement.

The Directors and/or the Company Secretary shall determine all questions as to the form and validity (including time and place of receipt) of any notice of withdrawal, in their absolute discretion, which determination shall be final and binding. The Directors and/or the Company Secretary also reserve the absolute right to waive any defect or irregularity in relation to, or in relation to the receipt of, any withdrawal by any Shareholder, and such determination will be binding on such Shareholder. None of the Company, any other member of the Group, any Director and/or the Company Secretary, Capita Asset Services or any other person will be under any duty to give notification of any defect or irregularity in any notice of withdrawal or incur any liability for failure to give any such notification or for any reason with regard to withdrawals and re-elections.

7. US Shareholders and Other Overseas Shareholders

Shareholders who are not resident in the United Kingdom or who are citizens, residents or nationals of other countries should consult an appropriate professional adviser to ascertain whether the Return of Cash (including, as may be relevant in each case, the issue, holding, redemption or disposal of the B Shares, the C Shares and/or the Deferred Shares) will be subject to any restrictions or require compliance with any formalities imposed by the laws or regulations of, or any body or authority located in, the jurisdiction in which they are resident or to which they are subject. In particular, it is the responsibility of any Overseas Shareholder to satisfy himself as to full observance of the laws of each relevant jurisdiction in connection with the Return of Cash, including the obtaining of any government, exchange control or other consents which may be required, or the compliance with other necessary formalities needing to be observed and the payment of any issue, transfer or other taxes or duties in such jurisdiction.

The distribution of this Circular in certain jurisdictions may be restricted by law. Persons into whose possession this Circular comes should inform themselves about and observe any such restrictions. Neither this Circular nor any other document issued or to be issued by or on behalf of the Company in connection with the Return of Cash constitutes an invitation, offer or other action on the part of the Company in any jurisdiction in which such invitation, offer or other action is unlawful.

The Capital Option is not being made available to US Shareholders and other Restricted Shareholders, and such US Shareholders and other Restricted Shareholders may not elect for the Capital Option. Any purported election by a US Shareholder or other Restricted Shareholder for the Capital Option will be deemed by the Company to be an election for the Income Option in respect of the entirety of that Shareholder's Return of Cash Entitlement and accordingly that Shareholder will receive the C Share Dividend.

US Shareholders are not in the same position as other Shareholders in relation to the Return of Cash because (i) under each of the Alternatives, Shareholders who are subject to tax in the United States are believed to be currently taxable on the amount received or receivable as dividend income and (ii) to make all the Alternatives available to US Shareholders would involve significant additional expense and could result in delay to implementation of the Return of Cash.

Each Shareholder who executes a Form of Election, or on whose behalf a Form of Election is executed or TTE Instruction is given irrevocably represents to, warrants to, undertakes to and agrees with the Company and Barclays Bank PLC that such Shareholder has observed the laws of all relevant territories, obtained any requisite governmental or other consents, complied with all requisite formalities and paid any issue, transfer or other taxes due from such Shareholder in any territory in connection with any election for any of the Alternatives (or any transaction resulting therefrom) and such Shareholder has not taken or omitted to take any action which may result in the Company, Barclays Bank PLC or any other person acting in breach of the legal or regulatory requirements of any territory in connection with the Return of Cash or such Shareholder's election for any of the Alternatives (or any transaction resulting therefrom).

Upon execution of the Form of Election, or the giving of a TTE Instruction, by or on behalf of a Shareholder which includes an election (or constitutes a deemed election) to participate in the Purchase Offer under the Capital Option, the Shareholder represents and warrants that such Shareholder does not have its registered address in a Restricted Territory and is not resident or located in a Restricted Territory and is not acting on behalf of a person resident or located in a Restricted Territory.

In the event that the Company is advised that the Company would or might be in breach of legal or regulatory requirements in any jurisdiction, or the Company would or might be required to make filings or take any other action in any jurisdiction as a result of an election made pursuant to a Form of Election or TTE Instruction by a US Shareholder or other Overseas Shareholder, such US Shareholder or other Overseas Shareholder shall be deemed to have elected for the Income Option in respect of all its Return of Cash Entitlement (unless the Directors or the Company Secretary otherwise determine in their absolute discretion).

The above provisions of this paragraph 7 relating to US Shareholders and other Overseas Shareholders may be waived, varied or modified as regards specific US Shareholders and other Overseas Shareholders or on a general basis by the Company in its absolute discretion.

8. General Meeting

The General Meeting will be held at Haberdashers' Hall, 18 West Smithfield, London EC1A 9HQ at 11.00 a.m. on Wednesday 11 June 2014. A notice convening the General Meeting is set out at the end of this Circular.

Shareholders will find enclosed with this Circular a Form of Proxy in relation to the General Meeting.

Whether or not you intend to attend the General Meeting in person, you are asked to complete the Form of Proxy in accordance with the instructions printed on it and return it to the Company's Registrar, Capita Asset Services, PXS 1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF, United Kingdom, so as to arrive as soon as possible, but in any event by no later than 11.00 a.m. on Monday 9 June 2014, being 48 hours before the time appointed for the holding of the General Meeting.

CREST members may also choose to utilise the CREST electronic proxy appointment service in accordance with the procedures set out in the Notice of General Meeting at the end of this Circular.

Completion and return of a Form of Proxy (or the electronic appointment of a proxy) will not prevent you from attending and voting at the General Meeting in person if you so wish.

9. Dealings And Despatch of Documents

The Return of Cash will be made by reference to holdings of Existing Ordinary Shares on the Company's register of members as at the Record Time.

B Shares and/or C Shares which are transferred or otherwise disposed of by a Shareholder shall remain subject to the relevant Shareholder's election (or deemed election) for any Alternatives made in respect of such B Shares and/or C Shares.

It is expected that dealings and settlement within the CREST system of the Existing Ordinary Shares will continue until 4.30 p.m. on Monday 7 July 2014 when, in the case of Existing Ordinary Shares held in certificated form, the register of members will be closed for transfers and no further transfers of Existing Ordinary Shares will be able to be made. The registration of uncertificated holdings in respect of Existing Ordinary Shares will be disabled in CREST at the Record Time.

With effect from Admission, share certificates in respect of Existing Ordinary Shares will cease to be valid. Share certificates in respect of New Ordinary Shares will only be issued following the Share Consolidation. It is therefore important that, if you hold certificate(s) in respect of your Existing Ordinary Shares, you retain them for the time being until New Ordinary Share certificates are despatched, which is expected to be on Tuesday 29 July 2014. On receipt of share certificates in respect of New Ordinary Shares, certificates in respect of Existing Ordinary Shares should be destroyed, as they will by then be worthless.

No share certificates will be issued by the Company in respect of B Shares, C Shares or Deferred Shares. Share certificates in respect of New Ordinary Shares will be sent to Shareholders at their own risk.

Temporary documents of title will not be issued in respect of New Ordinary Shares and, pending despatch of definitive share certificates, transfers of New Ordinary Shares held in certificated form will be certified and verified against the register of members held by Capita Asset Services.

It is expected that Shareholders entitled to receive the C Share Dividend will be sent cheques or, if mandate instructions are held in respect of a sterling bank account, payments will be made by BACS to mandated accounts in respect of the C Share Dividend on the Payment Date. CREST Accounts will be credited with payment for CREST holders. All payments in respect of the C Share Dividend will be made in sterling, notwithstanding any existing mandate instructions to the contrary, and will be rounded down to the nearest penny.

It is expected that Shareholders entitled to receive payments in respect of the proceeds from the redemption of B Shares issued pursuant to the Capital Option and/or, if applicable, the proceeds of the sale of the C Shares to Barclays Bank PLC under the Purchase Offer pursuant to the Capital Option, will be sent cheques or, if Shareholders hold their Existing Ordinary Shares in CREST, will have their CREST accounts credited, on the Payment Date.

All payments in respect of the proceeds from the redemption of B Shares or proceeds received under the Purchase Offer will be made in sterling, notwithstanding any existing mandate instructions to the contrary, and in each case will be rounded down to the nearest penny.

All share certificates and cheques will be sent by post, at the risk of the Shareholder(s) entitled thereto, to the registered address of the relevant Shareholder (or, in the case of joint Shareholders, to the address of the joint Shareholder whose name stands first in the register of members in respect of such joint shareholding).

Your present dividend payment mandate, unless revoked or amended, will be deemed to be valid for dividends from the Company in respect of the New Ordinary Shares. In respect of any dividends payable pursuant to any Alternative, your present dividend mandate, where in respect of a sterling bank account, will (unless revoked or amended) be deemed to be valid for dividends payable by the Company. All payments in respect of any dividend payable pursuant to any Alternative will be made in sterling, notwithstanding any existing mandate instructions to the contrary, and will be rounded down to the nearest penny.

No application has been, or will be, made for the B Shares, C Shares or Deferred Shares to be admitted to listing on the Official List or admitted to trading on the London Stock Exchange's main market for listed securities, nor will they be listed or admitted to trading on any other recognised investment exchange.

10. Amendments to the Existing Articles of Association

A number of consequential amendments to the Existing Articles of Association are required in order to implement the Return of Cash and require approval at the General Meeting. These amendments include the

insertion into the Existing Articles of Association of the rights and restrictions attaching to the B Shares, C Shares and Deferred Shares, as set out in paragraphs 1, 2 and 3 respectively of Part V of this Circular. These amendments are set out in Part V of this Circular.

11. Compass Group Employee Share Schemes

Holders of Existing Ordinary Shares within the Compass Group UK Share Incentive Plan will be eligible to receive the Return of Cash and their shares will be subject to the Share Consolidation in the same way as other Shareholders.

Under the Compass Group Share Award Plans, the Company has granted options and awards over Existing Ordinary Shares at varying exercise prices and expiry dates. Participants under the Compass Group Share Award Plans are not the beneficial owners of Existing Ordinary Shares under those schemes and so will not participate in the Return of Cash, (other than in their capacity as Shareholders (if applicable)); and will receive the same number of shares.

It is expected that the Share Consolidation will achieve a largely neutral position for participants under the Compass Group Share Award Plans as options or awards over Existing Ordinary Shares will take effect as options or awards over the same number of New Ordinary Shares, which are expected to have approximately the same market value following the Capital Reorganisation as Existing Ordinary Shares, subject to market fluctuations. On this basis, it is anticipated that no adjustment will be made to the number of Ordinary Shares over which participants have options or awards or to any exercise price payable under such options or awards. Other terms of the relevant options or awards will remain unchanged, except that, following the completion of the Return of Cash and the Share Consolidation, the Company's Remuneration Committee will consider the impact of these events on the performance targets for existing awards under the relevant Compass Group Share Award Plans.

As at Thursday 15 May 2014, being the last practicable date prior to publication of this Circular, the total number of options and awards under the Compass Group Share Award Plans outstanding to subscribe for Existing Ordinary Shares was 22,633,833. In aggregate, these outstanding options and awards represented approximately 1.268 per cent of the issued Existing Ordinary Share capital of the Company. Following the Return of Cash, and assuming no further shares are issued or options or awards granted between Thursday 15 May 2014 and the Share Consolidation becoming effective (other than Existing Ordinary Shares proposed to be issued to one of the Company's employee benefit trusts for the reasons set out above in paragraph 3 of this Part IV), the outstanding options and awards will represent approximately 1.347 per cent of the issued New Ordinary Share capital of the Group.

Shares held by employee benefit trusts

The Company has established employee benefit trusts for the purpose of satisfying share options and awards under the Compass Group Share Award Plans which may hold Existing Ordinary Shares. Existing Ordinary Shares held by these trusts will have the same rights under the Return of Cash and Share Consolidation as Existing Ordinary Shares held by other Shareholders.

12. Summary Explanation of the Resolutions

In order to comply with applicable companies' legislation, implementation of the Return of Cash requires the approval of Shareholders at a general meeting of the Company. Accordingly there is set out at the end of this Circular at Part IX a notice convening the General Meeting to be held at 11.00 a.m. on Wednesday 11 June 2014 at Haberdashers' Hall, 18 West Smithfield, London EC1A 9HQ.

Five Resolutions will be proposed at the General Meeting. Resolutions 1, 2, 4 and 5 will be proposed as special resolutions (the passing of which requires at least 75 per cent of the votes cast (whether in person or by proxy) to be in favour), and Resolution 3 will be proposed as an ordinary resolution (the passing of which requires more than 50 per cent of the votes cast (whether in person or by proxy) to be in favour). Resolutions 1 and 2 are required for the implementation of the Return of Cash. Resolutions 3, 4 and 5 replace the normal shareholder authorities that were granted to the Directors at the Company's last annual general meeting held on 6 February 2014 and reflect the new share capital structure of the Company that will be in place following the Share Consolidation becoming effective.

Resolutions 1 and 2 are each conditional upon Admission and are also inter-conditional. Resolutions 3 and 4 are each conditional on the passing of Resolutions 1 and 2 and upon Admission and Resolution 4 is also conditional on the passing of Resolution 3. Resolution 5 is conditional upon Admission and the passing of Resolutions 1 and 2.

Resolution 1: To adopt the New Articles of Association

This Resolution is conditional upon the passing of Resolution 2 and on Admission occurring by or as soon as practicable after 8.00 a.m. on the Admission Date (or such later date or time as the Directors may determine in their absolute discretion). The Resolution proposes the adoption of New Articles of Association incorporating the rights and restrictions to be attached to the B Shares, C Shares and the Deferred Shares (as set out in Part V of this Circular).

Resolution 2: To approve the Return of Cash

This Resolution is conditional upon the passing of Resolution 1 and on Admission occurring by or as soon as practicable after 8.00 a.m. on the Admission Date (or such later date or time as the Directors may determine in their absolute discretion). A summary of the paragraphs comprising the Resolution follows below:

(a) this paragraph proposes to authorise the Directors to:

  (i) capitalise a sum not exceeding £406,800,000 standing to the credit of the Company's share premium account to pay up in full the B Shares;

  (ii) capitalise a sum not exceeding £180,000 standing to the credit of the Company's share premium account to pay up in full the C Shares; and

  (iii) allot and issue B Shares up to an aggregate nominal amount of £406,800,000 and C Shares up to an aggregate nominal amount of £180,000, on the basis of one B Share or one C Share for each Existing Ordinary Share held at the Record Time. The authority granted to the Directors will expire at the conclusion of the next annual general meeting of the Company;

(b) this paragraph sets out the procedure for the sub-division and consolidation of the Existing Ordinary Shares into New Ordinary Shares. All fractional entitlements to New Ordinary Shares which arise will be aggregated and sold with the net proceeds of the sale paid in due proportion to the relevant Shareholders;

(c) this paragraph proposes to authorise the Directors to transfer, in accordance with the New Articles of Association, any Deferred Shares arising on the reclassification of the C Shares following payment of the C Share Dividend and/or the Default Dividend. It is expected that, if the Directors so choose, these Deferred Shares would be transferred to Barclays Bank PLC and would then be acquired by the Company from Barclays Bank PLC pursuant to the Option Agreement referred to at paragraph (d) below; and

(d) this paragraph proposes to approve the terms of the Option Agreement between Barclays Bank PLC and the Company under which: (i) Barclays Bank PLC would be entitled to require the Company to purchase from Barclays Bank PLC those C Shares (if any) purchased by Barclays Bank PLC, acting as principal (and not as fiduciary, agent, nominee or trustee) from Shareholders under the Purchase Offer at a price per C Share of an amount equal to the aggregate of (A) 56 pence *plus* (B) an amount equal to any stamp duty or stamp duty reserve tax paid by Barclays Bank PLC as a result of its purchase of the C Shares pursuant to the Purchase Offer divided by the total number of C Shares so purchased less (C) the amount of any dividend declared by the Company on such C Share to Barclays Bank PLC; and (ii) the Company would be entitled to require Barclays Bank PLC to sell to it all of the Deferred Shares previously transferred to Barclays Bank PLC for an aggregate consideration of one penny. Such authority will expire at the conclusion of the next annual general meeting of the Company.

Resolution 3: To approve a revised authority to allot shares

This Resolution is conditional upon the passing of Resolutions 1 and 2 and on Admission occurring by or as soon as practicable after 8.00 a.m. on the Admission Date (or such later date or time as the Directors may determine in their absolute discretion) and proposes to renew the Directors' power to allot shares. Resolution 3 seeks to grant the Directors authority to allot, pursuant to Article 12 of the Company's Articles of Association and section 551 of the Companies Act 2006, relevant securities with a maximum nominal amount of £59,491,033. This represents approximately one third of the Company's expected issued New Ordinary Shares (excluding treasury shares) immediately following Admission. The authority would, unless previously renewed, revoked or varied by Shareholders, remain in force up to the conclusion of the annual general meeting of the Company to be held in 2015, or 10 September 2015, whichever is the earlier.

In accordance with the ABI Guidelines, Resolution 3 seeks to grant the Directors authority to allot approximately a further one third of the Company's issued ordinary share capital in connection with a rights issue in favour of ordinary Shareholders with a maximum nominal amount of £59,491,033 (representing approximately a further one third of the Company's expected issued New Ordinary Shares (excluding treasury shares) immediately following Admission. Such additional authority will be valid for a period of one year or until the conclusion of the next annual general meeting of the Company to be held in 2015, whichever is the earlier.

If the Company uses any of the additional one third authority permitted by the ABI 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 UK Corporate Governance Code, notwithstanding the provisions set out in the ABI Guidelines.

The total authorisation sought by Resolution 3 is equal to approximately two thirds of the Company's expected issued New Ordinary Shares immediately following Admission.

As at Thursday 15 May 2014 (being the last practicable date prior to the publication of this Circular), the Company held no treasury shares.

Resolution 4: To approve a revised disapplication authority

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 the ABI Guidelines, approval is sought by the Directors to issue a limited number of ordinary shares for cash without offering them to existing Shareholders.

This Resolution is conditional upon the passing of Resolutions 1, 2 and 3 and on Admission occurring by or as soon as practicable after 8.00 a.m. on the Admission Date (or such later date or time as the Directors may determine in their absolute discretion) and proposes to renew the Directors' authority to issue equity securities of the Company for cash without application of pre-emption rights pursuant to Article 13 of the Company's Articles of Association and section 561 of the Companies Act 2006. Other than in connection with a rights, scrip dividend, or other similar issue, the authority contained in this Resolution would be limited to a maximum nominal amount of £8,923,651.

This represents approximately 5 per cent of the Company's expected issued New Ordinary Shares immediately following Admission. The authority would, unless previously renewed, revoked or varied by Shareholders, expire at the conclusion of the annual general meeting of the Company to be held in 2015, or on 10 September 2015, whichever is the 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 either of the authorities sought by Resolutions 3 and 4 although they consider their renewal appropriate in order to retain maximum flexibility to take advantage of business opportunities as they arise. In addition, and in line with best practice, the Company has not issued more than 7.5 per cent of its issued share capital on a non-pro rata basis over the last three years and the Board confirms its intention to follow best practice set out in the Pre-emption Group's Statement of Principles which provides that use of this authority in excess of 7.5 per cent of the Company's issued share capital in a rolling three year period would not take place without prior consultation with Shareholders.

Resolution 5: To approve the revised market purchase of shares by the Company

This Resolution is conditional upon the passing of Resolutions 1 and 2 and on Admission occurring by or as soon as practicable after 8.00 a.m. on the Admission Date (or such later date or time as the Directors may determine in their absolute discretion) and proposes to make limited on-market purchases of the Company's ordinary shares. The power is limited to a maximum of 167,974,500 New Ordinary Shares which represents approximately 10 per cent of the Company's expected issued New Ordinary Shares immediately following Admission and details the minimum and maximum prices that can be paid, exclusive of expenses. The authority conferred by this Resolution will expire, unless previously renewed, varied or revoked by the Company, at the conclusion of the annual general meeting of the Company to be held in 2015 or on 10 September 2015, if earlier (except in relation to the purchase of New 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).

The Companies Act 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 employee share 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 be treated as if cancelled.

On 27 November 2013, the Company announced its intention to commence a £500 million share repurchase programme, which is now likely to be completed during 2015. Beyond this programme, the Directors have no present intention of exercising the authority to purchase the Company's ordinary shares but they consider it desirable to provide maximum flexibility in the management of the Company's capital resources. The Directors would only purchase shares if, in their opinion, the expected effect would be to result in an increase in earnings per share and would benefit Shareholders generally.

As at Thursday 15 May 2014 (being the last practicable date prior to the publication of this Circular), there were options to subscribe for ordinary shares issued by the Company outstanding over approximately 22,633,833 shares which represent 1.268 per cent of the Company's issued ordinary share capital (excluding treasury shares) at that date. If the authority to purchase the Company's New Ordinary Shares was exercised in full, these options would represent 1.497 per cent of the Company's issued ordinary share capital (excluding treasury shares).

13. Electing in CREST

Shareholders holding their Existing Ordinary Shares in CREST will not be sent the Form of Election with this Circular. Their election will be by means of a TTE Instruction.

Such Shareholders should take (or procure to be taken) the action set out below to transfer by means of a TTE Instruction the number of Existing Ordinary Shares held at the Record Time (6.00 p.m. on Monday 7 July 2014) in respect of which they are making an election to an escrow balance, specifying Capita Asset Services in its capacity as a CREST receiving agent (under participant ID RA10) as the escrow agent, as soon as possible and in any event so that the transfer to escrow settles not later than 1.00 p.m. on Monday 7 July 2014. If Shareholders sell or transfer any Existing Ordinary Shares registered in their name(s) before the Record Time or purchase additional Existing Ordinary Shares, they should take care to ensure that their election is in respect of the number of Existing Ordinary Shares that will be registered in their name(s) at the Record Time.

If Shareholders are CREST personal members, they should refer to their CREST sponsor before taking any action. CREST sponsors will be able to confirm details of Shareholders' participant ID and the member account ID under which their Existing Ordinary Shares are held. In addition, only CREST sponsors will be able to give the TTE Instruction to Euroclear by which Shareholders are making their election.

Electing for the Capital Option

To make an election for the Capital Option, Shareholders should give (or, if they are a CREST personal member, procure that their CREST sponsor gives) a TTE Instruction, which must be properly authenticated in accordance with Euroclear's specifications and which must contain, in addition to the other information that is required for the TTE Instruction to settle in CREST, the following details:

- the number(s) of Existing Ordinary Shares to be transferred to the escrow account;
- the member account ID;
- the participant ID;
- the corporate action ISIN, which is GB0005331532;
- the corporate action number of the Return of Cash. This is allocated by Euroclear and can be found by viewing the relevant corporate action details in CREST;
- the intended settlement date for the transfer to escrow, which should be as soon as possible and in any event not later than 1.00 p.m. on Monday 7 July 2014;
- the standard delivery instruction priority of 80;
- the name and contact number inserted in the shared note field;
- the participant ID of Capita Asset Services, which is RA10; and
- the member account ID of Capita Asset Services, which for these purposes is 28227COM.

In order for an uncertificated election to be valid, the TTE Instruction must comply with the requirements as to authentication and contents set out above and must settle by 1.00 p.m. on Monday 7 July 2014.

Existing Ordinary Shares in respect of which a transfer to escrow takes place to Capita Asset Services in its capacity as escrow agent will subsequently be released from escrow by way of TFE Instruction as soon as practicable following the close of the Election Period.

Electing for the Income Option

Shareholders who hold their Existing Ordinary Shares in CREST and who wish to elect for the Income Option in respect of all their Return of Cash Entitlement need take no action. Shareholders who do not give a TTE Instruction will automatically receive the C Share Dividend in respect of all their Return of Cash Entitlement.

Overseas Shareholders and Restricted Shareholders

Overseas Shareholders should note that, by making a valid election for the Capital Option, such Shareholders will be deemed to represent, warrant, undertake and/or agree (as applicable) the terms set out in paragraphs 5 and 7 of this Part IV.

Furthermore, Shareholders located or resident, or with a registered address, in a Restricted Territory (including US Shareholders) will only be eligible to receive the C Share Dividend under the Income Option, and as a result do not need to take any action.

Validity of Elections

Shareholders who do not make a valid election will be deemed to have elected for the Income Option in respect of ALL of their Return of Cash Entitlement.

The default position where a Shareholder makes an election which in total is less than their holding of Existing Ordinary Shares at the Record Time

If Shareholders send a TTE Instruction which details, or TTE Instructions which together detail, a number of Existing Ordinary Shares to be transferred to the escrow account which in total is less than their aggregate holding of Existing Ordinary Shares at the Record Time, they will be deemed to have elected for the Income Option in respect of the balance of their holding.

Dematerialisation of Existing Ordinary Shares following election

If the Existing Ordinary Shares to which any election made on the enclosed Form of Election relates are currently held in certificated form and are dematerialised into uncertificated form after the relevant Form of Election has been submitted but before the Election Deadline, such election will become invalid. Shareholders who subsequently hold such Existing Ordinary Shares in uncertificated form in CREST will need to give a valid TTE Instruction in place of the submitted Form of Election by the Election Deadline. If they do not, they will be deemed to have elected for the Income Option in respect of their entire Return of Cash Entitlement.

14. Methods of Election—General

The Directors and/or the Company Secretary shall determine all questions as to the form and validity (including time and place of receipt) of any TTE Instruction or Form of Election in their absolute discretion, which determination shall be final and binding. The Directors and/or the Company Secretary also reserve the absolute right to waive any defect or irregularity in relation to, or in relation to the receipt of, any TTE Instruction or Form of Election completed by or on behalf of any Shareholder, and such determination will be binding on such Shareholder. Neither the Directors nor the Company Secretary shall be liable to Shareholders for any loss arising from the determination of questions as to the form and validity (including time and place of receipt) of any TTE Instruction or Form of Election, unless attributable to their own wilful default, fraud or negligence and neither the Directors nor the Company Secretary shall be under any duty to give notification of any defect or irregularity in any TTE Instruction or Form of Election or incur any liability for failure to give any such notice.

After the end of the Election Period, any election made is irrevocable. If the Election Period is extended, withdrawal rights will also be extended (withdrawal rights are described more fully in paragraph 6 of this

Part IV). No authority conferred by or agreed to by giving of a TTE Instruction will be affected by, and all such authority will survive, the death or incapacity of the relevant Shareholder giving such instruction. All obligations of such Shareholder will be binding upon the heirs, personal representatives, successors and assigns of such Shareholder.

B Shares and/or C Shares which are transferred or otherwise disposed of shall remain subject to the relevant Shareholder's election (or deemed election) for any Alternatives made in respect of such B Shares and/or C Shares.

15. Agreements In Relation to the Purchase Offer

The following agreements have been entered into in relation to the Purchase Offer:

Purchase Offer Agreement

On 8 May 2014, the Company entered into the Purchase Offer Agreement with Barclays Bank PLC. Under the Purchase Offer Agreement, Barclays Bank PLC has agreed that it will, as principal (and not as fiduciary, agent, nominee or trustee), make an off-market offer to purchase those C Shares (if any) which are issued under the Capital Option and in respect of which Shareholders, by electing (or being deemed to elect) for the Capital Option, have elected to participate in the Purchase Offer. The Purchase Offer shall be accepted on behalf of Shareholders by the Company, or any of the Directors, the Company Secretary or any employee of the Company for the time being, acting as such Shareholders' attorney.

The Purchase Offer will be made in the manner and on the terms set out in this Circular, the Form of Election and the Purchase Offer Agreement. The obligation of Barclays Bank PLC to make the Purchase Offer is conditional upon the satisfaction, or waiver by Barclays Bank PLC, of a number of conditions, including: (i) the passing of Resolutions 1 and 2 without any amendment which would have a material adverse effect on Barclays' rights and obligations; (ii) Admission; (iii) the allotment and issue of the B Shares and C Shares in accordance with this Circular; and (iv) the Company having sufficient distributable reserves to purchase, pursuant to the Option Agreement, the C Shares elected (or deemed to have been elected) to the Purchase Offer, pay the C Share Dividend and pay the C Share Variation Dividend in accordance with this Circular.

The Purchase Offer Agreement is also conditional upon Barclays Bank PLC not having exercised its right to terminate the Purchase Offer Agreement before it is notified by the Company that the Purchase Offer is to be made. Such termination right is exercisable upon the occurrence of the following events: (i) failure by the Company to comply, or it being reasonably likely that it will not comply, or be able to comply, with its obligations under the Purchase Offer Agreement, the Option Agreement or this Circular which has not been caused directly or indirectly by any default by Barclays Bank PLC or any member of the Barclays Group and (ii) breach by the Company of the warranties given to Barclays Bank PLC under the Option Agreement and/or the Purchase Offer Agreement. The failure or breach by the Company has to be material in the context of the Purchase Offer or the transactions contemplated by the Purchase Offer Agreement and the Option Agreement when taken as a whole to allow Barclays Bank PLC to terminate the Purchase Offer Agreement. Payment to Shareholders for C Shares purchased under the Purchase Offer will be made by Barclays Bank PLC delivering the relevant amounts up to an aggregate of £603 million to the Registrar and the Registrar undertakes to transfer such funds to Shareholders and to distribute the money to Shareholders holding C Shares issued pursuant to the Capital Option on Tuesday 29 July 2014.

Option Agreement

On 8 May 2014, the Company entered into the Option Agreement with Barclays Bank PLC. Pursuant to the terms of the Option Agreement, and subject to: (i) the Purchase Offer Agreement becoming unconditional in all respects and not being terminated in accordance with its terms; (ii) Barclays Bank PLC being registered as the holder of the C Shares purchased by Barclays Bank PLC, acting as principal (and not as fiduciary, agent, nominee or trustee) pursuant to the Purchase Offer; and (iii) Barclays Bank PLC not having created any encumbrance over or disposed of or transferred any interest in any C Shares purchased by Barclays Bank PLC pursuant to the Purchase Offer, the Company has granted a put option to Barclays Bank PLC which, on exercise, will oblige the Company to purchase from Barclays Bank PLC the C Shares purchased by Barclays Bank PLC pursuant to the Purchase Offer, at a price per C Share of an amount equal to the aggregate of (a) 56 pence plus (b) an amount equal to any stamp duty or stamp duty reserve tax paid by Barclays Bank PLC as a result of its purchase of the C Shares pursuant to the Purchase Offer divided by the total number of C Shares so purchased less (c) the amount of any C Share Variation Dividend declared by the Company on such C Share to Barclays Bank PLC.

Under the Option Agreement, Barclays Bank PLC has also undertaken to purchase, on such date(s) as may be specified by the Company and for an aggregate consideration of one penny, all of the Deferred Shares then in issue into which C Shares have been automatically reclassified as a result of the C Share Dividend and/or the Default Dividend becoming payable. Barclays Bank PLC has also undertaken to sell such Deferred Shares to the Company, and the Company has undertaken to purchase such Deferred Shares from Barclays Bank PLC, as soon as reasonably practicable after Barclays Bank PLC is registered as the holder of such Deferred Shares in the register of members of the Company, for an aggregate consideration of one penny.

Payment to Barclays Bank PLC of any amount due pursuant to the Option Agreement, together with any payment of any C Share Variation Dividend declared by the Company shall be made as set out in the Option Agreement on or around the same date as payment of the proceeds of the Return of Cash is made to Shareholders.

Pursuant to the Option Agreement, the Company has agreed to deposit an amount equal to the lower of (i) the Company's payment obligations under the Option Agreement and (ii) £300 million with Barclays Bank PLC as banker upon exercise of its option by Barclays Bank PLC. Any interest accruing on such deposit shall be for the account of the Company. Provided Barclays Bank PLC complies with all its obligations in the Purchase Offer Agreement and the Option Agreement and its obligations to effect the sale of any fractional entitlements, and is not insolvent or subject to insolvency proceedings, the Company has agreed not to withdraw such amount until Barclays Bank PLC has been paid in full all amounts due under the Option Agreement (including any C Share Variation Dividend declared by the Company). Payment of such amounts may be effected by an instruction by the Company to transfer the relevant amount(s) due from the deposit held by Barclays Bank PLC. If the Company defaults on its payment obligations under the Option Agreement, and does not remedy such default within two Business Days of notice thereof, Barclays Bank PLC may transfer the relevant amount due to it from such deposit held.

PART V—NEW ARTICLES OF ASSOCIATION

1. RIGHTS AND RESTRICTIONS ATTACHED TO THE B SHARES

The following sets out the rights of the B Shares and the restrictions to which they are subject. These are included in the New Articles of Association proposed to be adopted at the General Meeting.

The following paragraphs will be inserted as Articles 216 to 228 in the New Articles of Association.

RIGHTS AND RESTRICTIONS ATTACHED TO B SHARES

216 Notwithstanding Article 5, the redeemable preference shares of 56 pence each in the capital of the Company (the ***B Shares***) shall have the rights, and be subject to the restrictions, attaching to shares set out in these Articles save that in the event of a conflict between any provision in Articles 216 to 228 and any other provision in these Articles, the provisions in Articles 216 to 228 shall prevail.

217 Together with a circular to Shareholders dated 19 May 2014 (the ***Circular***), holders of ordinary shares in the capital of the Company who held such shares in certificated form were sent a form of election (the ***Form of Election***) relating to the B Shares and the non-cumulative non-redeemable preference shares of 0.0001 pence each in the capital of the Company (the ***C Shares***) proposed to be issued by the Company, as more fully described in the Circular. By way of the Form of Election or, where holders of ordinary shares held such shares in uncertificated form, by following the instructions and taking the action set out in the Circular, holders of ordinary shares could (subject always to the directors' and the company secretary's determination as described in the Circular as to the number of B Shares and C Shares to be allotted and issued) make an election, on and subject to the terms set out in the Circular (an ***Election***), inter alia, which would result in the issue to them of B Shares to be redeemed by the Company at the Redemption Time (as defined in Article 227(a) below) (the ***Capital Option***).

218 Save on a winding-up, the B Shares shall not confer on the holder any right to participate in the profits or assets of the Company save for the right to redemption under Article 227 below.

219 Except as provided in Articles 224 to 226 below, on a return of capital on a winding-up (excluding any intra-group reorganisation on a solvent basis), the holders of the B Shares shall be entitled, in priority to any payment to the holders of every other class of share in the capital of the Company (except the C Shares) but *pari passu* with any payment to the holders of C Shares, to 56 pence per B Share held by them.

220 On a winding-up, the holders of the B Shares shall not be entitled to any further right of participation in the profits or assets of the Company in excess of that specified in Article 219 above. In the event that there is a winding-up to which Article 219 applies and the amounts available for payment are insufficient to pay the amounts due on all the B Shares in full, the holders of the B Shares shall be entitled to their respective proportion (pro rata to the number of B Shares held) of the amounts to which they would otherwise be entitled.

221 The aggregate entitlement of each holder of B Shares on a winding-up in respect of all the B Shares held by him shall be rounded down to the nearest whole penny.

222 The holders of the B Shares shall not be entitled, in their capacity as holders of such B Shares, to receive notice of any general meeting of the Company nor to attend, speak or vote at any such general meeting unless the business of the meeting includes the consideration of a resolution for the winding-up of the Company (excluding any intra-group reorganisation on a solvent basis), in which case the holders of the B Shares shall have the right to attend the general meeting and shall be entitled to speak and vote on any such resolution only.

223 If the holders of the B Shares are entitled to vote at a general meeting of the Company in their capacity as holders of such B Shares, then, subject to any other provisions of these Articles, each holder thereof shall be entitled to vote at such general meeting whether on a show of hands or on a poll as provided in the Act. For this purpose, where a proxy is given discretion as to how to vote on a show of hands, this shall be treated as an instruction by the relevant holder of B Shares to vote in the way in which the proxy elects to exercise that discretion.

224 The Company may from time to time create, allot and issue further shares, whether ranking *pari passu* with or in priority or subsequent to the B Shares. The creation, allotment or issue of any such further shares (whether

or not ranking in any respect in priority to the B Shares) shall be treated as being in accordance with the rights attaching to the B Shares and shall not involve a variation of such rights for any purpose or require the consent of the holders of the B Shares.

225 A reduction by the Company of the capital paid up or credited as paid up on the B Shares and the cancellation of such shares shall be treated as being in accordance with the rights attaching to the B Shares and shall not involve a variation of such rights for any purpose or require the consent of the holders of the B Shares.

226 Without prejudice to the generality of the foregoing, the Company is authorised to reduce (or purchase shares in) its capital of any class or classes and such redemption (or purchase) shall not involve a variation of any rights attaching to the B Shares for any purpose or require the consent of the holders of the B Shares.

227 Subject to the provisions of the Act and these Articles, the Company shall redeem, out of the profits available for distribution, the B Shares as follows:

(a) The B Shares shall be redeemed at such time as the directors (or whoever is authorised by the directors) may in their absolute discretion determine on a date between Tuesday 8 July 2014 and Tuesday 15 July 2014 (inclusive) (or such other date as the directors may in their absolute discretion determine) (the ***Redemption Time***).

(b) On redemption of a B Share at the Redemption Time, the Company shall only be liable to pay to a holder of B Shares an amount of 56 pence per B Share (the ***Redemption Amount***). The Company's liability to pay the Redemption Amount shall be discharged by the Company by a payment to the holders of B Shares within 28 days of the Redemption Time of an amount equal to the Redemption Amount. Such payment shall be rounded down to the nearest whole penny.

(c) In the absence of bad faith or wilful default, neither the Company nor any of its directors, officers or employees shall have any liability to any person for any loss or damage arising as a result of the determination of the Redemption Time in accordance with Article 227(a) above.

(d) All B Shares redeemed shall be cancelled and the Company shall not be entitled to re-issue them.

228 Articles 216 to 228 shall remain in force until there are no longer any B Shares in existence, notwithstanding any provision in these Articles to the contrary. Thereafter Articles 216 to 228 shall be, and shall be deemed to be, of no effect (save to the extent that the provisions of Articles 216 to 228 are referred to in other Articles) and shall be deleted and replaced with the wording "Article has been deleted", and the separate register for the holders of B Shares shall no longer be required to be maintained by the Company; but the validity of anything done under Articles 216 to 228 before that date shall not otherwise be affected and any action taken under Articles 216 to 228 before that date shall be conclusive and not be open to challenge on any grounds whatsoever.

2. Rights and Restrictions Attached to the C Shares

The following sets out the rights of the C Shares and the restrictions to which they are subject. These are included in the New Articles of Association proposed to be adopted at the General Meeting.

The following paragraphs will be inserted as Articles 229 to 255 in the New Articles of Association.

RIGHTS AND RESTRICTIONS ATTACHED TO C SHARES

229 Notwithstanding Article 5, the C Shares (as defined in Article 217 above) shall have the rights, and be subject to the restrictions, attaching to shares set out in these Articles save that in the event of a conflict between any provision in Articles 229 to 255 and any other provision in these Articles, the provisions in Articles 229 to 255 shall prevail.

230 Together with the Circular, holders of ordinary shares in the capital of the Company who held such shares in certificated form were sent a Form of Election relating to the B Shares and C Shares proposed to be issued by the Company, as more fully described in the Circular. By way of the Form of Election or, where holders of ordinary shares held such shares in uncertificated form, by following the instructions and taking the action set out in the Circular, holders of ordinary shares could make an Election (or be deemed to have made an Election), on and subject to the terms set out in the Circular, inter alia, which would result in the issue to them of: (i) C Shares in respect of which the C Share Dividend (as defined in Article 231 below) would be paid; and/or (ii) C Shares in respect of which it was expected Barclays Bank PLC would make an offer to purchase acting as principal (and not as fiduciary, agent, nominee or trustee) (the ***Purchase Offer***).

231 Subject to the provisions of the Act and these Articles, out of the profits of the Company available for distribution, a single dividend of 56 pence per C Share (the C Share Dividend) shall automatically become payable (without the need for such dividend to be declared by the Company, the board or any other person and notwithstanding any provision to the contrary in these Articles (including Articles 175 and 176)) at the Redemption Time to holders of C Shares:

(a) in respect of which a valid election to receive the C Share Dividend has been made, or is deemed to have been made, in accordance with the terms described in the Circular and (where applicable) the Form of Election; and

(b) who are registered on the Company's relevant register as holding such C Shares (that is, C Shares within Article 231(a) above) at the Redemption Time.

232 The Company's liability to pay the C Share Dividend to such holders of C Shares shall be discharged by the Company by a payment to such holders within 28 days of the Redemption Time of an amount equal to the C Share Dividend. Such payment shall be rounded down to the nearest whole penny.

233 Each C Share in respect of which the C Share Dividend becomes payable shall immediately thereupon (but without prejudice to the accrued right to receive such dividend) be reclassified as a deferred share of 0.0001 pence in the capital of the Company having the rights and being subject to the restrictions described in Articles 256 to 265 (a ***Deferred Share***).

234 For the avoidance of doubt, the provisions of Article 188 (Forfeiture of unclaimed dividends) shall apply in respect of any and all C Share Dividends payable on or in respect of any C Shares which remain unclaimed.

235 In the absence of fraud or wilful default, neither the Company nor any of its directors, officers or employees shall have any liability to any person for any loss or damage arising as a result of the determination of the Redemption Time in accordance with Article 227(a) above or the timing of the Purchase Offer.

236 Subject to the provisions of the Act and these Articles, out of the profits of the Company available for distribution, a single dividend of 56 pence per C Share (the ***Default Dividend***) shall, if declared by the board (and notwithstanding any provision to the contrary in these Articles (including Articles 175 and 176)), become payable at such time as the directors may in their absolute discretion determine on a date between Tuesday 8 July 2014 and Tuesday 15 July 2014 (inclusive) (or such other date as the directors may in their absolute discretion determine) (the ***Default Dividend Time***) to holders of any C Shares:

(a) in respect of which a valid election for the Capital Option and, therefore, to participate in the Purchase Offer has been made, or is deemed to have been made, but where such purchase has not been completed by 6.00 p.m. on the date immediately prior to the Default Dividend Time; and

(b) who are registered on the Company's relevant register as holding such C Shares (that is, C Shares within Article 236(a) above) at the Default Dividend Time.

237 The Company's liability to pay the Default Dividend to such holders of C Shares shall be discharged by the Company by a payment to such holders within 28 days of the Default Dividend Time of an amount equal to the Default Dividend. Such payment shall be rounded down to the nearest whole penny.

238 Each C Share in respect of which the Default Dividend becomes payable shall immediately thereupon (but without prejudice to the accrued right to receive such dividend) be reclassified as a Deferred Share.

239 For the avoidance of doubt, the provisions of Article 188 (Forfeiture of unclaimed dividends) shall apply in respect of any and all Default Dividends payable on or in respect of any C Shares which remain unclaimed.

240 In the absence of fraud or wilful default, neither the Company nor any of its directors, officers or employees shall have any liability to any person for any loss or damage arising as a result of the choice of the Default Dividend Time in connection with Article 236 above.

241 Subject to the provisions of the Act and these Articles, out of the profits of the Company available for distribution, a single dividend of 56 pence per C Share (the ***C Share Variation Dividend***) shall, if declared by the board (and notwithstanding any provision to the contrary in these Articles (including Articles 175 and 176)), become payable at such time as the directors may in their absolute discretion determine on a date between Tuesday 8 July 2014 and Monday 21 July 2014 (inclusive) (the ***C Share Variation Dividend Date***) to Barclays

Bank PLC in respect of C Shares for which a valid election for the Capital Option and, therefore, to participate in the Purchase Offer has been made, or is deemed to have been made, and where the Purchase Offer has been completed by Barclays Bank PLC.

242 The Company's liability to pay the C Share Variation Dividend to Barclays Bank PLC shall be discharged by the Company by a payment to Barclays Bank PLC on the same date as payment of the proceeds of the Return of Cash (as defined in the Circular) is made to the Company's Shareholders generally of an amount equal to the C Share Variation Dividend.

243 For the avoidance of doubt, the provisions of Article 188 (Forfeiture of unclaimed dividends) shall apply in respect of any and all C Share Variation Dividend payable on or in respect of any C Shares which remain unclaimed.

244 In the absence of fraud or wilful default, neither the Company nor any of its directors, officers or employees shall have any liability to any person for any loss or damage arising as a result of the choice of the C Shares Variation Dividend Date in connection with Article 241 above.

245 Except as provided in Articles 251 to 253 below, on a return of capital on a winding-up (excluding any intra-group reorganisation on a solvent basis), the holders of each C Share (other than any C Share upon which the C Share Variation Dividend has been paid) shall be entitled, in priority to any payment to the holders of every other class of share in the capital of the Company (except the B Shares) but *pari passu* with any payment to the holders of B Shares, to the aggregate of the amount of the nominal capital paid up or credited as paid up on such C Share and an amount of 55.9999 pence per C Share held by them.

246 On a winding-up, the holders of the C Shares shall not be entitled to any further right of participation in the profits or assets of the Company in excess of that specified in Article 245 above. In the event that there is a winding-up to which Article 245 applies and the amounts available for payment are insufficient to pay the amounts due on all the C Shares in full, the holders of the C Shares shall be entitled to their respective proportions (pro rata to the number of C Shares held) of the amounts to which they would otherwise be entitled.

247 The aggregate entitlement of each holder of C Shares on a winding-up in respect of all the C Shares held by him shall be rounded down to the nearest whole penny.

248 Save on a winding-up, the C Shares shall not confer on the holder any further right to participate in the profits or assets of the Company.

249 The holders of the C Shares shall not be entitled, in their capacity as holders of such C Shares, to receive notice of any general meeting of the Company nor to attend, speak or vote at any such general meeting unless the business of the meeting includes the consideration of a resolution for the winding-up of the Company (excluding any intra-group reorganisation on a solvent basis), in which case the holders of the C Shares shall have the right to attend the general meeting and shall be entitled to speak and vote on any such resolution only.

250 If the holders of the C Shares are entitled to vote at a general meeting of the Company in their capacity as holders of such C Shares, then, subject to any other provisions of these Articles, each holder thereof shall be entitled to vote at such general meeting whether on a show of hands or on a poll as provided in the Act. For this purpose, where a proxy is given discretion as to how to vote on a show of hands, this shall be treated as an instruction by the relevant holder of C Shares to vote in the way in which the proxy elects to exercise that discretion.

251 The Company may from time to time create, allot and issue further shares, whether ranking *pari passu* with or in priority or subsequent to the C Shares. The creation, allotment or issue of any such further shares (whether or not ranking in any respect in priority to the C Shares) shall be treated as being in accordance with the rights attaching to the C Shares and shall not involve a variation of such rights for any purpose or require the consent of the holders of the C Shares.

252 A reduction by the Company of the capital paid up or credited as paid up on the C Shares and the cancellation of such shares shall be treated as being in accordance with the rights attaching to the C Shares and shall not involve a variation of such rights for any purpose or require the consent of the holders of the C Shares.

253 Without prejudice to the generality of the foregoing, the Company is authorised to reduce (or purchase shares in) its capital of any class or classes and such redemption (or purchase) shall not involve a variation of any rights attaching to the C Shares for any purpose or require the consent of the holders of the C Shares.

254 Subject to such of the provisions of these Articles as may be applicable, no transfer of C Shares will be registered:

(a) after 5.00 p.m. on the second Business Day prior to the Redemption Time unless (a) such transfer is to or from Barclays Bank PLC in accordance with the terms of the Purchase Offer or the Option Agreement or (b) determined to the contrary by the board; and

(b) unless and until the transferee of any C Shares in respect of which a valid election for the Capital Option and, therefore, to participate in the Purchase Offer has been made (or deemed to have been made) has irrevocably appointed the Company, or any officer or employee of the Company for the time being, as attorney for and/or agent of the transferee (and provided evidence satisfactory to the Company of such appointment) with authority on such transferee's behalf and in his or their name (subject to registration), to exercise all rights, powers and privileges attached to such C Shares or otherwise capable (subject to registration) of being exercised by that transferee in respect of such C Shares in order to give effect to his or their election (or deemed election) and to do all acts and things and to execute all such deeds, transfers and other documents as such attorney and/or agent shall consider necessary to give effect to that transferee's election (or deemed election).

255 Articles 229 to 255 shall remain in force until there are no longer any C Shares in existence, notwithstanding any provision in these Articles to the contrary. Thereafter Articles 229 to 255 shall be, and shall be deemed to be, of no effect (save to the extent that the provisions of Articles 229 to 255 are referred to in other Articles) and shall be deleted and replaced with the wording "Article has been deleted", and the separate register for the holders of C Shares shall no longer be required to be maintained by the Company; but the validity of anything done under Articles 229 to 255 before that date, and accrued rights in respect of the payment of dividends arising before that date, shall not otherwise be affected and any action taken under Articles 229 to 255 before that date shall be conclusive and not be open to challenge on any grounds whatsoever.

3. Rights and Restrictions Attached to the Deferred Shares

The following sets out the rights of the Deferred Shares and the restrictions to which they are subject. These are included in the New Articles of Association proposed to be adopted at the General Meeting.

The following paragraphs will be inserted as Articles 256 to 265 in the New Articles of Association.

RIGHTS AND RESTRICTIONS ATTACHED TO DEFERRED SHARES

256 Notwithstanding Article 5, the Deferred Shares (as defined in Article 233 above) shall have the rights, and be subject to the restrictions, attaching to shares set out in Articles 256 to 265 save that in the event of a conflict between any provision in Articles 256 to 265 and any other provision in these Articles, the provisions in Articles 256 to 265 shall prevail.

257 Save on a winding-up, the Deferred Shares shall confer no right to participate in the profits or assets of the Company.

258 On a return of capital on a winding-up (excluding any intra-group reorganisation on a solvent basis), there shall be paid to the holders of the Deferred Shares the nominal capital paid up, or credited as paid up, on such Deferred Shares after:

(a) firstly, paying to the holders of the B Shares and the holders of the C Shares *pari passu* as if the same were consolidated as one class, the amounts they are entitled to receive on a winding-up in accordance with their terms; and

(b) secondly, paying to the holders of the ordinary shares the nominal capital paid up or credited as paid up on the ordinary shares held by them respectively, together with the sum of £100,000,000,000 on each ordinary share.

259 The holders of the Deferred Shares shall not be entitled, in their capacity as holders of such shares, to receive notice of any general meeting of the Company or to attend, speak or vote at any such meeting.

260 The Company may from time to time create, allot and issue further shares, whether ranking *pari passu* with or in priority to the Deferred Shares. The creation, allotment or issue of any such further shares (whether or not ranking in any respect in priority to the Deferred Shares) shall be treated as being in accordance with the rights attaching to the Deferred Shares and shall not involve a variation of such rights for any purpose or require the consent of the holders of the Deferred Shares.

261 The reduction by the Company of the capital paid up on the Deferred Shares shall be in accordance with the rights attaching to the Deferred Shares and shall not involve a variation of such rights for any purpose and the Company shall be authorised at any time to reduce its capital (in accordance with the Act) without obtaining the consent of the holders of the Deferred Shares.

262 Without prejudice to the foregoing, the Company is authorised to reduce (or purchase shares in) its capital of any class or classes and such reduction (or purchase) shall not involve a variation of any rights attaching to the Deferred Shares for any purpose or require the consent of the holders of the Deferred Shares.

263 The Deferred Shares shall not be listed or traded on any stock exchange nor shall any share certificates be issued in respect of such shares. The Deferred Shares shall not be transferable except in accordance with Article 265 below or with the written consent of the directors.

264 The Company may at any time (and from time to time) (subject to the provisions of the Act) without obtaining the sanction of the holder or holders of the Deferred Shares:

(a) appoint any person to execute on behalf of any holder of Deferred Shares any transfer of all of the Deferred Shares or any part thereof (and/or an agreement to transfer the same) to Barclays Bank PLC and/or to the Company or to such person as the directors may determine (whether or not an officer of the Company), in any case for not more than the aggregate amount of one penny for all the Deferred Shares then being transferred; and

(b) cancel all or any of the Deferred Shares purchased or acquired by the Company in accordance with the Act.

265 Articles 256 to 265 shall remain in force until there are no longer any Deferred Shares in existence, notwithstanding any provision in these Articles to the contrary. Thereafter Articles 256 to 265 shall be, and shall be deemed to be, of no effect (save to the extent that the provisions of Articles 256 to 265 are referred to in other Articles) and shall be deleted and replaced with the wording "Article has been deleted", and the separate register for the holders of Deferred Shares shall no longer be required to be maintained by the Company; but the validity of anything done under Articles 256 to 265 before that date shall not otherwise be affected and any action taken under Articles 256 to 265 before that date shall be conclusive and not be open to challenge on any grounds whatsoever.

PART VI—TAXATION

1. UNITED KINGDOM TAXATION IN RELATION TO THE RETURN OF CASH

The following comments do not constitute tax advice and are intended only as a general guide to current United Kingdom law and HM Revenue & Customs' published practice (which are both subject to change at any time, possibly with retrospective effect). The following comments also assume that the Finance Act 2014 will make those changes to the current law and rates of tax (and only those changes) which were included in the version of the Finance Bill 2014 which was published on 27 March 2014. The comments summarise only certain limited aspects of the United Kingdom taxation treatment of Shareholders and are intended to apply only to Shareholders who are resident in the United Kingdom for United Kingdom tax purposes and who are and will be the absolute beneficial owners of their Existing Ordinary Shares, New Ordinary Shares, B Shares, C Shares and Deferred Shares and who hold, and will hold, them as investments (and not as securities to be realised in the course of a trade). They may not apply to certain Shareholders, such as dealers in securities, insurance companies and collective investment schemes, Shareholders who are exempt from taxation and Shareholders who have (or are deemed to have) acquired their Existing Ordinary Shares by virtue of an office or employment. Such persons may be subject to special rules. The position may be different for future transactions and may alter between the date of this document and the implementation of the Return of Cash.

This section is not intended to be, and should not be construed to be, legal or taxation advice to any particular Shareholder. Shareholders who are in any doubt as to their tax position or who are subject to tax in a jurisdiction other than the United Kingdom should consult an appropriate professional adviser.

1.1 Capital Reorganisation

For the purposes of the United Kingdom taxation of capital gains and corporation tax on chargeable gains ("**CGT**"), it is expected that:

(a) the allotment and issue of the B Shares and the C Shares and the Share Consolidation should be treated as a reorganisation of the Company's share capital;

(b) any Shareholder receiving an entitlement to the B Shares, the C Shares and the New Ordinary Shares arising from the Capital Reorganisation should not be treated as making a disposal of all or part of that Shareholder's holding of Existing Ordinary Shares;

(c) the Shareholder's resultant holding of the B Shares, C Shares and New Ordinary Shares should together be treated as the same asset, and as having been acquired at the same time and for the same consideration, as the Shareholder's holding of Existing Ordinary Shares;

(d) upon a subsequent disposal of all or part of the Shareholder's B Shares, C Shares or New Ordinary Shares, a Shareholder's aggregate CGT base cost in such Shareholder's holding of Existing Ordinary Shares should fall to be apportioned between the B Shares, C Shares and the New Ordinary Shares by reference to their respective values on the first day on which the New Ordinary Shares are listed; and

(e) the sale, on behalf of relevant Shareholders, of fractional entitlements to New Ordinary Shares resulting from the Share Consolidation (where applicable) will not in practice normally be treated as constituting a part disposal for CGT purposes. Instead the amount of any payment received by the Shareholder will be deducted from the base cost of the New Ordinary Shares received. If the amount of any payment received exceeds the Shareholder's base cost in the shares, that will give rise to a part disposal of those shares for CGT purposes but that Shareholder may elect (in effect) for the excess to be treated as a capital gain and to give up any basis he has in his shares.

It is expected that the issue per se of the B Shares and the C Shares, the Share Consolidation and the reclassification of the C Shares into Deferred Shares (where applicable) should not give rise to any liability to United Kingdom income tax (or corporation tax on income) in a Shareholder's hands.

1.2 Alternative 1—Income Option

The tax treatment of the C Share Dividend will be the same as that of any other dividend paid by the Company. Accordingly, that tax treatment will follow the current tax treatment of dividends, which is as summarised below.

General

There is no United Kingdom withholding tax on dividends paid by the Company.

Individual Shareholders within the charge to United Kingdom income tax

When the Company pays a dividend to a Shareholder who is an individual resident (for tax purposes) in the United Kingdom, the Shareholder will generally be entitled to a tax credit equal to one-ninth of the dividend received. The dividend received plus the related tax credit (the "**gross dividend**") will be part of the Shareholder's total income for United Kingdom income tax purposes and will, generally, be regarded as the top slice of that income. However, in calculating the Shareholder's liability to income tax in respect of the gross dividend, the tax credit (which equates to 10 per cent of the gross dividend) is set off against the tax chargeable on the gross dividend.

Basic Rate Taxpayers

In the case of a Shareholder who is liable to income tax at the basic rate only, the Shareholder will be subject to tax on the gross dividend at the rate of 10 per cent. The tax credit will, in consequence, satisfy in full the Shareholder's liability to income tax on the gross dividend. Where the tax credit exceeds the Shareholder's tax liability the Shareholder cannot claim repayment of the tax credit from HM Revenue & Customs.

Higher Rate Taxpayers

To the extent that, after taking into account the Shareholder's other taxable income, the gross dividend falls above the threshold for the higher rate of income tax but below the threshold for the additional rate of income tax, the Shareholder will be subject to tax on the gross dividend at the rate of 32.5 per cent. This means that the tax credit will satisfy only part of the Shareholder's liability to income tax on the gross dividend, so that to that extent the Shareholder will have to account for income tax equal to 22.5 per cent of the gross dividend (which equates to 25 per cent of the dividend received). For example, assuming the entire gross dividend falls above the higher rate threshold and below the additional rate threshold, a dividend of £90 from the Company would represent a gross dividend of £100 (after the addition of the tax credit of £10) and the Shareholder would be required to account for income tax of £22.50 on the dividend, being £32.50 (i.e. 32.5 per cent of £100) less £10 (the amount of the tax credit).

Additional Rate Taxpayers

To the extent that, after taking into account the Shareholder's other taxable income, the gross dividend falls above the threshold for the additional rate of income tax, the Shareholder will be subject to tax on the gross dividend at the rate of 37.5 per cent. This means that the tax credit will satisfy only part of the Shareholder's liability to income tax on the gross dividend, so that to that extent the Shareholder will have to account for income tax equal to 27.5 per cent of the gross dividend (which equates to approximately 30.6 per cent of the dividend received). For example, assuming the entire gross dividend falls above the additional rate threshold, a dividend of £90 from the Company would represent a gross dividend of £100 (after the addition of the tax credit of £10) and the Shareholder would be required to account for income tax of £27.50 on the dividend, being £37.50 (i.e. 37.5 per cent of £100) less £10 (the amount of the tax credit).

Corporate Shareholders within the charge to United Kingdom corporation tax

Shareholders within the charge to United Kingdom corporation tax which are "small companies" (for the purposes of United Kingdom taxation of dividends) should not generally expect to be subject to tax on dividends from the Company.

Other Shareholders within the charge to United Kingdom corporation tax will not be subject to tax on dividends from the Company so long as the dividends fall within an exempt class and certain conditions are met. In general, dividends paid to a United Kingdom corporate Shareholder which holds less than 10 per cent of the issued share capital of the payer and is entitled to less than 10 per cent of the profits and assets of the Company available for distribution to Shareholders (or satisfies these tests in relation to any class of that share capital in respect of which the dividend is paid) is an example of a dividend that falls within an exempt class, subject to certain anti-avoidance rules. Shareholders will need to ensure that they satisfy the requirements of any exempt class and that the other conditions for exemption are met before treating any dividend as exempt, and seek appropriate professional advice where necessary.

No payment of tax credit

A Shareholder (whether an individual or a company) who is not liable to tax on dividends from the Company (including for example pension funds and charities) will not be entitled to claim payment of the tax credit in respect of those dividends.

Non-residents

The right of a Shareholder who is not resident (for tax purposes) in the United Kingdom to a tax credit in respect of the C Share Dividend and to claim payment from HM Revenue & Customs of any part of that tax credit will depend on the existence and terms of any double tax treaty between the United Kingdom and the country in which the Shareholder is resident for tax purposes. A Shareholder resident outside the United Kingdom (for tax purposes) may also be subject to foreign taxation on dividend income under local law. Shareholders who are not resident in the United Kingdom (for tax purposes) should consult their own tax adviser concerning their tax liabilities on dividends received from the Company. Shareholders who are subject to United States tax are referred to in paragraph 2 of this Part VI below.

Taxation of chargeable gains

For CGT purposes, the C Share Dividend (and the consequent reclassification of the C Shares into Deferred Shares) should not be treated as giving rise to a disposal or part disposal of the C Shares.

Shareholders who receive the C Share Dividend should note that, consequent to the Capital Reorganisation, a proportion of the base cost, for CGT purposes, of their Existing Ordinary Shares will be attributed to the C Shares; and this amount will continue to be attributed to those C Shares following their reclassification into Deferred Shares (notwithstanding that the Deferred Shares have limited rights or value). Correspondingly, only a proportion of the base cost for CGT purposes of the original holding of Existing Ordinary Shares will be available on a disposal of New Ordinary Shares.

A disposal of the Deferred Shares (including a purchase of the Deferred Shares by the Company or Barclays Bank PLC) will be treated in the same way as outlined below and may result in a Shareholder realising a capital loss. However, Shareholders liable to corporation tax should note that it is possible that certain anti-avoidance provisions could apply that would reduce or eliminate that capital loss. All such Shareholders should consult an appropriate professional adviser.

Alternative 2—Capital Option

Both (i) the redemption of the B Shares; and (ii) the sale of the C Shares by a Shareholder to Barclays Bank PLC pursuant to the Purchase Offer, should be treated as a disposal of those shares for United Kingdom tax purposes. This may, subject to the Shareholder's individual circumstances and any available exemption or relief, give rise to a chargeable gain (or allowable loss) for the purposes of CGT.

Any gain or loss will be calculated by reference to the difference between the purchase or redemption price and the element of the Shareholder's original base cost in their Existing Ordinary Shares that is attributed to the relevant B Shares and C Shares. The amount of the base cost which will be attributed to the B Shares and the C Shares will be determined as outlined in paragraph 1.1 of this Part VI.

The amount of CGT, if any, payable by a Shareholder as a consequence of the redemption of the B Shares and/or the sale of the C Shares who is an individual will depend on his or her own personal tax position. No tax will be payable on any gain realised on a redemption of the B Shares and/or the sale of the C Shares if the amount of the net chargeable gains realised by a Shareholder, when aggregated with other net gains realised by that Shareholder in the year of assessment (and after taking account of allowable losses), does not exceed the annual exemption (£11,000 for 2014/2015). Broadly, any gains in excess of this amount will be taxed at a rate of 18 per cent for a taxpayer paying tax at the basic rate and 28 per cent for a taxpayer paying tax at a rate above the basic rate of income tax. Where the gains of a basic rate taxpayer subject to CGT exceed the unused part of his basic rate band, that excess is subject to tax at the 28 per cent rate.

A corporate Shareholder is normally taxable on all of its chargeable gains, subject to any reliefs and exemptions. Corporate Shareholders should be entitled to indexation allowance up to the date the chargeable gain is realised.

In the event that the C Shares are not purchased under the Purchase Offer and the Default Dividend becomes payable, the tax treatment of the Default Dividend will be the same as that of any other dividend paid by the Company. Accordingly, the tax treatment of the Default Dividend will be the same as outlined in paragraph 1.2 of this Part VI.

1.3 Dividends payable on the New Ordinary Shares

Dividends payable on the New Ordinary Shares should be subject to United Kingdom income tax or United Kingdom corporation tax on income under the rules applicable to dividends. The current tax treatment of dividends is as outlined in paragraph 1.2 of this Part VI.

1.4 Stamp duty and stamp duty reserve tax ("SDRT")

No stamp duty or SDRT will be payable on the issue of the B Shares, C Shares or the New Ordinary Shares.

No stamp duty or SDRT will be payable on, or as a result of, the redemption of the B Shares. No stamp duty or SDRT will be payable by Shareholders on the Share Consolidation.

No stamp duty or SDRT will be payable by Shareholders on, or as a result of, the reclassification of the C Shares into Deferred Shares.

An agreement to sell the B Shares, the C Shares or the New Ordinary Shares will normally give rise to a liability on the purchaser to SDRT, at the rate of 0.5 per cent of the actual consideration paid. If an instrument of transfer of the B Shares, C Shares or the New Ordinary Shares is subsequently produced it will generally be subject to stamp duty at the rate of 0.5 per cent of the actual consideration paid (rounded up to the nearest £5). When such stamp duty is paid, the SDRT charge will be cancelled and any SDRT already paid will be refunded. Stamp duty and SDRT are generally the liability of the purchaser.

As the C Shares are not listed, liability for stamp duty or SDRT will arise on the purchase by Barclays Bank PLC of the C Shares pursuant to the Purchase Offer. Stamp duty will also be payable by the Company if the Company repurchases any C Shares from Barclays Bank PLC pursuant to the arrangements described in paragraph 15 of Part IV of this Circular.

For the avoidance of doubt, neither a sale of the C Shares under the Purchase Offer nor any acquisition of the Deferred Shares by the Company will give rise to any liability to stamp duty or SDRT for the selling Shareholder. Any such liability in connection with the sale of the C Shares will fall on Barclays Bank PLC or the Company, not the selling Shareholder. Any such liability in connection with any acquisition of the Deferred Shares by the Company would fall on the Company, not the selling Shareholder.

1.5 Transactions in Securities

Under the provisions of Part 15 of the Corporation Tax Act 2010 (for companies) and Chapter 1 of Part 13 of the Income Tax Act 2007 (for income tax payers), HM Revenue & Customs can in certain circumstances counteract tax advantages arising in relation to a transaction or transactions in securities. If these provisions were to be applied by HM Revenue & Customs to the Return of Cash, in broad terms, those Shareholders who elected to receive a capital return might be liable to taxation as if they had received an income amount.

However, having consulted its professional advisers, the Company does not expect the above provisions to apply to any Shareholders as not all the relevant conditions are present. Accordingly, the Company has not applied to HM Revenue & Customs for clearance under these provisions. Furthermore, the Company has also been advised that the General Anti-Abuse Rule should not apply to the Return of Cash.

2. United States Taxation In Relation to the Return Of Cash

The following is a general summary based on present law of certain US federal income tax consequences of the Return of Cash for US Holders of Existing Ordinary Shares who are deemed to elect the Income Option and does not describe US federal income tax consequences to any Shareholder of electing the Capital Option. US Holders (as defined below) electing the Capital Option should consult their own tax advisers as to the particular tax consequences to them of the Return of Cash. This summary applies only to US Holders (as defined below) that hold Ordinary Shares as capital assets and use the US dollar as their functional currency. The following is a

general summary; it is not a substitute for tax advice. It does not address the tax treatment of US Holders subject to special rules, such as banks or other financial institutions, tax-exempt entities, insurance companies, dealers, traders in securities that elect to mark-to-market, US Holders liable for alternative minimum tax, US expatriates, US Holders that directly, indirectly or constructively own 10 per cent or more of the Company's voting stock, or US Holders that hold Ordinary Shares as part of a straddle, hedging, conversion or other integrated transaction. It also does not address US federal estate and gift tax, US state and local tax considerations or non-US tax considerations.

THE STATEMENTS ABOUT US FEDERAL INCOME TAX CONSIDERATIONS ARE MADE TO SUPPORT MARKETING OF THE TRANSACTION AND MATTERS ADDRESSED IN THIS CIRCULAR. NO TAXPAYER CAN RELY ON THEM TO AVOID US TAX PENALTIES. EACH US HOLDER SHOULD SEEK ADVICE FROM AN INDEPENDENT TAX ADVISER ABOUT THE TAX CONSEQUENCES UNDER ITS OWN PARTICULAR CIRCUMSTANCES OF THE RETURN OF CASH UNDER THE LAWS OF THE UNITED KINGDOM, THE UNITED STATES AND ITS CONSTITUENT JURISDICTIONS AND ANY OTHER JURISDICTION WHERE THE US HOLDER MAY BE SUBJECT TO TAXATION.

For purposes of this Part VI, a "**US Holder**" is a beneficial owner of Ordinary Shares that is, for US federal income tax purposes, (i) a citizen or individual resident of the United States, (ii) a corporation, or other business entity treated as a corporation, created or organised in or under the laws of the United States or its political subdivisions, (iii) an estate the income of which is subject to US federal income taxation regardless of its source or (iv) a trust subject to the control of one or more US persons and the primary supervision of a US court.

The US federal income tax treatment of a partner in a partnership that holds Ordinary Shares will depend on the status of the partner and the activities of the partnership. Partners in a partnership that holds Ordinary Shares should consult their own tax advisers regarding the specific US federal income tax consequences to them of the Return of Cash.

The Company believes, and the following summary assumes, that the Company is not, was not for its preceding tax year and will not become a passive foreign investment company (a "**PFIC**") for US federal income tax purposes. The Company also believes, and the following summary assumes, that the Company qualifies for the benefits of the income tax treaty between the United States and the United Kingdom currently in effect (the "**Treaty**").

2.1 Capital Reorganisation

For US federal income tax purposes, the Company expects the Share Consolidation to be treated as a recapitalisation and the Income Option to be treated as a distribution of cash by the Company, and the remainder of this summary assumes that those treatments are correct.

2.2 C Share Dividend

The C Share Dividend will be taxable to a US Holder as ordinary dividend income to the extent of the US Holder's share of the current or accumulated earnings and profits of the Company, as determined for US federal income tax purposes. To the extent the C Share Dividend exceeds current and accumulated earnings and profits, the distribution will be treated as a non-taxable return of capital to the extent of the US Holder's basis in the Ordinary Shares and any remaining amount will be treated as a capital gain. If the payer of a distribution is unable to determine whether the distribution is paid out of current or accumulated earnings and profits, the entire distribution must be treated and reported as a dividend under applicable information reporting requirements. The Company does not, and does not expect to be able to, compute its earnings and profits for US federal income tax purposes.

Dividends paid by the Company and received by corporate US Holders will be subject to tax at regular corporate rates and will not be eligible for the dividends received deduction generally allowed to corporate shareholders with respect to dividends received from US corporations.

Dividends may be eligible for the preferential tax rate applicable to "qualified dividend income" of eligible non-corporate US Holders, provided the Company is eligible for the benefits of the Treaty and is not a PFIC in the taxable year of the Return of Cash or in the preceding taxable year and provided further that the US Holder meets

certain holding period requirements. Dividends received by non-corporate US Holders generally will be includable in computing net investment income of such US Holders for purposes of the 3.8 per cent Medicare surtax.

Distributions treated as dividends generally will be treated as foreign source income for US foreign tax credit limitation purposes.

Dividends paid in sterling will be includable in the income of a US Holder in a US dollar amount based on the spot rate on the date the dividends are received by the US Holder, regardless of whether the payment is converted into US dollars at that time. A US Holder's tax basis in the sterling received will equal the US dollar value on the date of receipt. Any gain or loss on a subsequent conversion or other disposition of the sterling for a different US dollar amount generally will be US source ordinary income or loss.

2.3 Receipt of C Shares, sub-division and consolidation of Existing Ordinary Shares into New Ordinary Shares, reclassification of C Shares into Deferred Shares and potential cancellation of Deferred Shares

US Holders will not recognise taxable income as a result of the receipt of C Shares, the sub-division and consolidation of Existing Ordinary Shares into New Ordinary Shares (except to the extent of any fractional entitlement for which cash is received), the reclassification of C Shares into Deferred Shares or the cancellation of the Deferred Shares. US Holders generally will have the same holding period and basis in the New Ordinary Shares received as they had in their Existing Ordinary Shares (except to the extent such basis may be reduced due to any fractional entitlement for which cash is received (as described below)). A US Holder's adjusted tax basis in the Existing Ordinary Shares generally will be its US dollar cost.

A US Holder who receives cash proceeds with respect to a fractional entitlement as a result of the Share Consolidation will be treated as if a fractional share of a New Ordinary Share had been received by the US Holder as part of the Share Consolidation and then sold by such US Holder. Accordingly, such US Holder will recognise gain or loss equal to the difference between the cash so received and the portion of the tax basis in its New Ordinary Shares that is allocable to such fractional share, each determined in US dollars.

Any gain or loss recognised will be capital gain or loss. Such gain or loss will be long term capital gain or loss if a US Holder's combined holding period for the Ordinary Shares is greater than one year as of the date of the Share Consolidation. However, regardless of the holding period of a non-corporate US Holder, a loss may be long term capital loss to the extent such US Holder received "qualified dividend income" with respect to any dividends with ex-dividend dates during a consecutive 85 day period which exceeded 10 per cent of the US Holder's basis in its Ordinary Shares or with respect to any dividends on Ordinary Shares with ex-dividend dates during a consecutive 365 day period which in the aggregate exceeded 20 per cent of the US Holder's basis in its Ordinary Shares. The deductibility of capital losses is subject to significant limitations. Capital gains of non-corporate US Holders are taxable at preferential rates. Any gain or loss on the sale or disposition generally will be treated as US source income or loss for US foreign tax credit limitation purposes. Gains realised by non-corporate US Holders generally will be includable in computing net investment income of such US Holders for purposes of the 3.8 per cent Medicare surtax.

Amounts with respect to a fractional share entitlement that are paid in sterling will be included in the income of a cash-basis US Holder (or an electing accrual basis US Holder) in a US dollar amount calculated by reference to the spot rate on the payment date. Any election by an accrual basis US Holder will apply for the taxable year in which it is made and all subsequent taxable years, unless revoked with the consent of the US Internal Revenue Service (the "**IRS**"). An accrual basis US Holder that does not so elect will realise an amount equal to the US dollar value of the sterling amount to which such US Holder becomes entitled on the date of the Share Consolidation. Such an accrual basis US Holder will recognise exchange gain or loss if the US dollar value of the sterling received at the spot rate on the payment date differs from the amount realised. Any exchange gain or loss realised on the payment date or on a subsequent conversion or other disposition of the sterling for a different US dollar amount generally will be US source ordinary income or loss for US foreign tax credit limitation purposes.

Information Reporting and Backup Withholding

Amounts paid by a US paying agent or other US intermediary will be reported to the IRS and to the US Holder as may be required under applicable law. Backup withholding tax may apply to amounts subject to reporting if the US Holder fails to provide an accurate taxpayer identification number or otherwise fails to establish a basis for

exemption. Any amount withheld under the backup withholding tax rules may be credited against the holder's US federal income tax liability, if any, or refunded if such US Holder timely provides the required information to the IRS. US Holders should consult their own tax advisers as to their qualification for exemption from backup withholding and the procedure for establishing an exemption.

Certain US Shareholders and US Holders are required to report information with respect to investments in the Ordinary Shares not held through an account with a financial institution to the IRS. Investors who fail to report required information could become subject to substantial penalties. Investors are encouraged to consult with their own tax advisers about these and any other reporting obligations arising from their investment in Ordinary Shares.

THE SUMMARY ABOVE IS A GENERAL SUMMARY. IT DOES NOT COVER ALL TAX MATTERS THAT MAY BE OF IMPORTANCE TO A PARTICULAR US HOLDER. EACH US HOLDER IS URGED TO CONSULT ITS OWN TAX ADVISER ABOUT THE TAX CONSEQUENCES OF THE RETURN OF CASH IN LIGHT OF THE US HOLDER'S OWN CIRCUMSTANCES.

PART VII—ADDITIONAL INFORMATION

1. Summary of the Rights And Restrictions Attaching to the New Ordinary Shares

The rights and restrictions attaching to the New Ordinary Shares under the New Articles of Association will be the same as the rights and restrictions set out in the Existing Articles of Association in respect of the Existing Ordinary Shares, amended as proposed at the General Meeting. These may be summarised as regards income, return of capital and voting, as follows:

Income

Subject to the payment of the C Share Dividend and, if applicable, the Default Dividend and the C Share Variation Dividend on the C Shares, the holders of the New Ordinary Shares shall be entitled to be paid any further profits of the Company available for distribution and determined to be distributed. Any dividend payable on the New Ordinary Shares which has remained unclaimed for 12 years from the date when it became due for payment shall, if the Board so resolves, be forfeited and shall revert to the Company.

Capital

On a return of capital on a winding-up (excluding any intra-group reorganisation on a solvent basis), after paying such sums as may be due in priority to the holders of any other class of shares in the capital of the Company (including the B Shares, the C Shares and, if relevant, the Deferred Shares), any further such amount shall be paid to the holders of the New Ordinary Shares rateably according to the amounts paid up or credited as paid up in respect of each New Ordinary Share.

Voting

The holders of the New Ordinary Shares shall be entitled, in respect of their holding of such shares and subject to relevant provisions of the New Articles of Association, to receive notice of any general meeting of the Company and to attend and vote at any such general meeting. At any such meeting, on a show of hands, every holder of New Ordinary Shares present in person shall have one vote and every such holder present in person or by proxy shall upon a poll have one vote for every New Ordinary Share of which he is the holder.

2. Form

The New Ordinary Shares and the B Shares, C Shares and Deferred Shares are not renounceable and (with the exception of the Deferred Shares, which are not generally transferable and, in respect of the C Shares, subject to the applicable restrictions set out in the New Articles of Association) will be transferable by an instrument of transfer in usual or common form. The New Ordinary Shares and the B Shares, C Shares and Deferred Shares will be in registered form. The Company will apply for the New Ordinary Shares to be admitted to CREST with effect from Admission. Accordingly, subject to Admission, settlement of transactions in the New Ordinary Shares may take place within the CREST system in respect of general market transactions with effect from Tuesday 8 July 2014 or such later date as the New Ordinary Shares are admitted to trading.

3. CREST

Shareholders who hold their Existing Ordinary Shares in CREST will, following the Share Consolidation, have their CREST accounts credited with New Ordinary Shares under ISIN GB00BLNN3L44 on the Admission Date.

4. Consent

Rothschild and Barclays Bank PLC have each given, and not withdrawn, their written consent to the issue of this Circular with references to their names being included in the form and context in which they appear.

5. Documents Available for Inspection

Copies of the following documents will be available for inspection during normal business hours on any weekday (Saturdays, Sundays and UK public holidays excepted) at the offices of Freshfields Bruckhaus Deringer LLP, 65 Fleet Street, London EC4Y 1HS from the date of this Circular up to and including the date of the General Meeting and for the duration of the General Meeting:

(a) the Existing Articles of Association;

(b) the New Articles of Association;

(c) the Option Agreement;

(d) the consent letters referred to in paragraph 4 of this Part VII;

(e) this Circular; and

(f) the Purchase Offer Agreement.

19 May 2014

PART VIII—DEFINITIONS

The following definitions apply throughout this Circular unless the context requires otherwise:

"ABI Guidelines"	the guidelines issued by the Association of British Insurers on directors' powers to allot share capital and disapply shareholders' pre-emption rights
"Admission"	admission of the New Ordinary Shares to (i) the Official List and (ii) trading on the London Stock Exchange's main market for listed securities becoming effective, in accordance with, respectively, the Listing Rules and the Admission and Disclosure Standards
"Admission and Disclosure Standards"	the requirements contained in the publication "Admission and Disclosure Standards" dated 16 April 2013 containing, among other things, the admission requirements to be observed by companies seeking admission to trading on the London Stock Exchange's main market for listed securities
"Admission Date"	Tuesday 8 July 2014 (or such other date as the Directors may determine in their absolute discretion)
"Alternatives"	the Income Option and the Capital Option, or either of them or a combination of them as the context requires
"Articles of Association"	the Existing Articles of Association or the New Articles of Association, as the context requires
"B Share"	the redeemable preference shares of 56 pence each in the capital of the Company carrying the rights and restrictions set out in paragraph 1 of Part V of this Circular
"BACS"	the Bankers Automated Clearing System
"Barclays Bank PLC"	Barclays Bank PLC, registered number (1026167), a company incorporated in England and Wales whose registered office is at 1 Churchill Place, London E14 5HP and/or its delegate, Barclays Capital Securities Limited (registered number 192933), a company incorporated in England and Wales whose registered office is at 1 Churchill Place, London E14 5HP
"Barclays Group"	Barclays Bank PLC and its direct and indirect holding companies and subsidiaries and subsidiary undertakings, and any subsidiaries or subsidiary undertakings of such holding companies (each as defined in the Companies Act 2006)
"Board"	the board of Directors of the Company from time to time
"Business Day"	a day other than a Saturday or Sunday or public holiday in England and Wales on which banks are open in London for general commercial business
"C Share"	the non-cumulative non-redeemable preference shares of 0.0001 pence each in the capital of the Company carrying the rights and restrictions set out in paragraph 2 of Part V of this Circular
"C Share Dividend"	the proposed dividend of 56 pence per C Share elected or deemed elected for the Income Option

"C Share Variation Dividend"	the single dividend of 56 pence per C Share which may be declared on the C Shares for which a valid election to participate in the Purchase Offer has been made, or is deemed to have been made and paid to Barclays Bank PLC following completion of the Purchase Offer on the C Share Variation Dividend Date
"C Share Variation Dividend Date"	such date as the Directors may in their absolute discretion determine between Tuesday 8 July 2014 and Monday 21 July 2014 (inclusive)
"Capita Asset Services"	Capita Asset Services, a trading name of Capita Registrars Limited, of The Registry, 34 Beckenham Road, Beckenham Kent BR3 4TU, United Kingdom
"Capital Option"	the allotment of B Shares to be redeemed by the Company on the Effective Date, or such later date as the Directors may determine, and possibly (in the event that the allotment of B Shares needs to be scaled back) the allotment of C Shares which would be subject to the Purchase Offer
"Capital Reorganisation"	the proposed reorganisation of the Company's share capital comprising the issue of the B Shares and/or the C Shares and the Share Consolidation
"Compass Group Share Award Plans"	means the Compass Group Long Term Incentive Plan 2010, the Compass Group PLC Accelerated Growth Plan 2013/2014, the Compass Group Deferred Annual Bonus Plan 2013/2014, the Compass Group Share Option Plan 2010, the Compass Group Management Share Option Plan, the Compass Group Restricted Share Award Plan, the Compass Group PLC Phantom Restricted Share Award Plan and the Compass Group USA, Inc. Share Award Incentive Plan (but not the Compass Group UK Share Incentive Plan)
"Compass Group Employee Share Schemes"	means the Compass Group Share Award Plans and the Compass Group UK Share Incentive Plan
"Chairman"	Paul S. Walsh, the independent non-executive Chairman of the Company
"Circular"	this Circular
"Company"	Compass Group PLC
"Company Secretary"	Mark J. White
"CREST"	the UK-based system for the paperless settlement of trades in listed securities, of which Euroclear is the operator in accordance with the Uncertificated Securities Regulations 2001 (SI 2001/3755)
"CREST Manual"	the manual, as amended from time to time, produced by Euroclear describing the CREST system, and supplied by Euroclear to users and participants thereof
"CREST member"	a person who has been admitted by Euroclear as a system member (as defined in the CREST Regulations)
"CREST participant"	a person who is, in relation to CREST, a system participant (as defined in the CREST Regulations)
"CREST Proxy Instruction(s)"	the instructions whereby CREST members send a CREST message appointing a proxy for the General Meeting and instructing the proxy how to vote and containing the information set out in the CREST Manual

"CREST Regulations"	the Uncertificated Securities Regulations 2001 (SI 2001/3755)
"CREST sponsor"	a CREST participant admitted to CREST as a CREST sponsor being a sponsoring system participant (as defined in the CREST Regulations)
"CREST sponsored member"	a CREST member admitted to CREST as a sponsored member
"Default Deadline"	6.00 p.m. on the Business Day immediately prior to the Default Dividend Date
"Default Dividend"	the single dividend of 56 pence per C Share to be declared on the Default Dividend Date and sent to holders of the C Shares on the Default Payment Date, in the circumstances described in paragraph 4 of Part IV of this Circular
"Default Dividend Date"	such date as the Directors may in their absolute discretion determine between Tuesday 8 July 2014 and Tuesday 15 July 2014 (inclusive) (or such other date as the Directors in their absolute discretion may determine), being the date on which the Directors will declare the Default Dividend
"Default Payment Date"	such date as the Directors may determine, in their absolute discretion, between Tuesday 29 July 2014 and Tuesday 5 August 2014 (inclusive) (or such other date as the Directors in their absolute discretion may determine but being, in any event, a date within 28 days of the Default Dividend Date)
"Deferred Share"	the deferred shares of 0.0001 pence each in the capital of the Company carrying the rights and restrictions summarised in paragraph 3 of Part V of this Circular
"Directors"	the Executive Directors and Non-Executive Directors of the Company from time to time
"Disclosure and Transparency Rules" or "DTRs"	the Disclosure and Transparency Rules of the FCA made for the purposes of Part VI of FSMA
"DRIP"	the Company's dividend reinvestment plan which is intended to be available to Shareholders in respect of the payment of the Interim Dividend
"EEA"	each of Iceland, Finland, Ireland, Denmark, Netherlands, Luxembourg, Portugal, France, Greece, Czech Republic, Cyprus, Lithuania, Malta, Slovenia, Bulgaria, Norway, Sweden, UK, Germany, Belgium, Austria, Spain, Italy, Liechtenstein, Estonia, Latvia, Hungary, Poland, Slovakia and Romania
"Effective Date"	such date as the Directors in their absolute discretion may determine between Tuesday 15 July 2014 and Tuesday 22 July 2014 (inclusive) (or such other date as the Directors in their absolute discretion may determine), being the date on which the C Share Dividend will become payable and the B Shares issued under the Capital Option will be redeemed
"Election Deadline"	1.00 p.m. on Monday 7 July 2014 (or such other time and/or date as the Directors may in their absolute discretion determine)
"Election Period"	the period from the date of this Circular until the Election Deadline, during which time Shareholders (other than US Shareholders and other Restricted Shareholders) may make elections for one or more of the Alternatives

"ESA Message"	a message through CREST to Capita Asset Services in its capacity as escrow agent requesting a withdrawal of Existing Ordinary Shares from the escrow balance
"Euroclear"	Euroclear UK & Ireland Limited
"Executive Directors"	the executive Directors of the Company from time to time, currently Dominic W. Blakemore, Richard C. Cousins, Gary R. Green and Andrew D. Martin
"Existing Articles of Association"	the articles of association of the Company in force as at the Record Time
"Existing Ordinary Shares"	the ordinary shares of 10 pence each in the capital of the Company
"FCA"	the Financial Conduct Authority of the UK, in its capacity as the competent authority for the purposes of Part VI of FSMA
"Form of Election"	the form enclosed with this Circular by which Shareholders (other than US Shareholders and other Restricted Shareholders) holding Ordinary Shares in certificated form may elect for the Alternatives
"Form of Proxy"	the form of proxy to be used at the General Meeting, which accompanies this Circular
"FSMA"	the Financial Services and Markets Act 2000, as amended
"General Meeting"	the general meeting of Shareholders to be held at Haberdashers' Hall, 18 West Smithfield, London EC1A 9HQ at 11.00 a.m. on Wednesday 11 June 2014
"Group"	the Company and its consolidated subsidiaries and subsidiary undertakings
"Income Option"	the allotment of C Shares in respect of which the C Share Dividend will become payable on the Effective Date
"Interim Dividend"	the interim dividend of 8.8 pence per Existing Ordinary Share payable on 26 June 2014 to Shareholders on the register at close of business on 23 May 2014
"Listing Rules"	the Listing Rules of the FCA made for the purposes of Part VI of FSMA
"London Stock Exchange"	London Stock Exchange plc
"member account ID"	the identification code or number attached to any member account in CREST
"New Articles of Association"	the new articles of association of the Company to be adopted subject to approval of Resolution 1
"New Ordinary Shares"	the ordinary shares of 10⅝ pence each in the Company, arising as a result of the Share Consolidation
"Non-Executive Directors"	the non-executive Directors of the Company from time to time, currently the Chairman, John G. Bason, Susan E. Murray, Don A. Robert and Sir Ian Robinson

"Notice of General Meeting" or "Notice"	the notice of the General Meeting, included at the end of this Circular at Part IX
"Official List"	the Official List of the FCA
"Option Agreement"	the agreement dated 8 May 2014 between the Company and Barclays Bank PLC requiring the Company to, inter alia, purchase, and Barclays Bank PLC to sell, in each case as an off-market purchase, the C Shares purchased by Barclays Bank PLC, acting as principal (and not as fiduciary, agent, trustee or nominee) under the Purchase Offer, details of which are set out in paragraph 15 of Part IV of this Circular
"Ordinary Shares"	as the context permits, Existing Ordinary Shares or New Ordinary Shares
"Overseas Shareholders"	Shareholders who are not resident in the United Kingdom or who are citizens, residents or nationals of a country other than the United Kingdom or who have a registered address which is not in the United Kingdom. For the avoidance of doubt, Shareholders who are not resident in the United Kingdom include Shareholders who are resident in the Channel Islands or the Isle of Man
"participant ID"	the identification code or membership number used in CREST to identify a particular CREST member or other CREST participant
"Payment Date"	such date as the Directors in their absolute discretion may determine between Tuesday 22 July 2014 and Tuesday 29 July 2014 (inclusive) (or such other date as the Directors in their absolute discretion may determine but being, in any event, a date within 28 days of the Effective Date) being the date on which cash is expected to be sent to Shareholders under the Income Option and the Capital Option
"Purchase Offer"	the offer expected to be made by Barclays Bank PLC, acting as principal (and not as fiduciary, agent, trustee or nominee), to purchase C Shares issued under the Capital Option, the terms of which are set out in paragraph 5 of Part IV of this Circular
"Purchase Offer Agreement"	the agreement dated 8 May 2014 between Barclays Bank PLC and the Company in respect of the Purchase Offer, details of which are set out in paragraph 15 of Part IV of this Circular
"Purchase Offer Effective Date"	the date on which (it is expected) that Barclays Bank PLC, acting as principal (and not as fiduciary, agent, nominee or trustee) will make the Purchase Offer being between the Admission Date and the Effective Date (inclusive)
"Record Time"	6.00 p.m. on Monday 7 July 2014 (or such other time and date as the Directors may determine in their absolute discretion)
"Registrar"	Capita Asset Services
"Regulatory Information Service"	any of the services set out in Appendix 3 to the Listing Rules
"Resolutions"	the resolutions to be proposed at the General Meeting, as set out in the Notice of General Meeting
"Restricted Shareholders"	Shareholders with a registered address in a Restricted Territory or who are resident or located in a Restricted Territory
"Restricted Territories"	the United States, Canada, Australia, New Zealand, Japan and the Republic of South Africa, and "Restricted Territory" means any of them

"Return of Cash"	the proposed transactions comprising the Capital Reorganisation and the return of 56 pence per Existing Ordinary Share by way of the Alternatives (including the proposed transactions comprising the issuance of the B Shares and/or the C Shares)
"Return of Cash Entitlement"	the entitlement of Shareholders to receive one B Share or one C Share for each Existing Ordinary Share held at the Record Time and, where the context requires, the aggregate entitlement of a Shareholder to receive B Shares and/or C Shares on the terms set out in the Circular
"Rothschild"	N M Rothschild & Sons Limited
"Share Consolidation"	the proposed sub-division and consolidation of share capital, as more fully described in paragraph 3 of Part IV of this Circular
"Shareholders"	holders of Ordinary Shares and, where the context so requires, holders of B Shares and/or C Shares and/or Deferred Shares, from time to time
"TFE Instruction"	a transfer from escrow instruction (as defined by the CREST Manual)
"TTE Instruction"	a transfer to escrow instruction (as defined by the CREST Manual)
"United Kingdom" or "UK"	the United Kingdom of Great Britain and Northern Ireland
"UK Listing Authority"	the FCA in its capacity as competent authority under FSMA
"uncertificated" or "uncertificated form"	Ordinary Shares which are recorded on the register of members of the Company as being held in uncertificated form in CREST and title to which, by virtue of the CREST Regulations, may be transferred by means of CREST
"United States" or "US"	the United States of America, its territories and possessions, any state of the United States of America and the District of Columbia
"US Securities Act"	the United States Securities Act of 1933 (as amended) and the rules and regulations promulgated thereunder
"US Shareholder"	a Shareholder with a registered address in the United States or who is resident or located in the United States

PART IX—NOTICE OF GENERAL MEETING

Compass Group PLC
(the "Company")

(Company number 4083914)

NOTICE OF GENERAL MEETING

Notice is hereby given that a General Meeting of the Company will be held on Wednesday 11 June 2014 at 11.00 a.m. at Haberdashers' Hall, 18 West Smithfield, London EC1A 9HQ to consider, and if thought fit, to pass the following resolutions. Resolutions 1, 2, 4 and 5 will be proposed as special resolutions, and Resolution 3 will be proposed as an ordinary resolution.

Resolution 1: Special resolution to approve the New Articles of Association

THAT, conditional upon the passing of Resolution 2 and to the New Ordinary Shares (as defined below) being admitted to the Official List of the UK Listing Authority and to trading on the London Stock Exchange plc's main market for listed securities by or as soon as practicable after 8.00 a.m. on Tuesday 8 July 2014 (or such later time and/or date as the directors may in their absolute discretion determine) ("**Admission**"), the draft articles of association produced to the meeting, marked "A" and signed by the Chairman of the meeting for identification purposes, (the "**New Articles of Association**") be and are hereby approved and adopted as the articles of association of the Company with effect from Admission in substitution for, and to the exclusion of, all existing articles of association of the Company.

Resolution 2: Special resolution to capitalise reserves and grant directors authority to allot B Shares and C Shares

THAT, conditional upon the passing of Resolution 1 and Admission occurring by or as soon as practicable after 8.00 a.m. on Tuesday 8 July 2014 (or such later time and/or date as the directors may in their absolute discretion determine):

(a) the directors of the Company be and are hereby generally and unconditionally authorised:

(i) to capitalise a sum not exceeding £406,800,000 standing to the credit of the Company's share premium account and to apply such sum in paying up in full up to the maximum number of redeemable preference shares of 56 pence each in the capital of the Company carrying the rights and restrictions set out in article 216 of the New Articles of Association (the "**B Shares**") that may be allotted pursuant to the authority given by sub-paragraph (iii)(A) below;

(ii) to capitalise a sum not exceeding £180,000 standing to the credit of the Company's share premium account and to apply such sum in paying up in full up to the maximum number of non-cumulative non-redeemable preference shares of 0.0001 pence each in the capital of the Company carrying the rights and restrictions set out in article 229 of the New Articles of Association (the "**C Shares**") that may be allotted pursuant to the authority given by sub-paragraph (iii)(B) below; and

(iii) pursuant to section 551 of the Companies Act 2006 (the "**CA 2006**"), to exercise all powers of the Company to allot and issue credited as fully paid up (provided that the authority hereby confirmed shall expire at the conclusion of the next annual general meeting of the Company):

(A) B Shares up to an aggregate nominal amount of £406,800,000; and

(B) C Shares up to an aggregate nominal amount of £180,000,

to the holders of the ordinary shares of 10 pence in the capital of the Company (the "**Existing Ordinary Shares**") on the basis of one B Share or one C Share for each Existing Ordinary Share held and recorded on the register of members of the Company at 6.00 p.m. on Monday 7 July 2014 (or such other time and/or date as the directors may in their absolute discretion determine), in accordance with (I) the terms of the circular sent by the Company to its shareholders on 19 May 2014 (the "**Circular**"), (II) the directors' determination (as described in the Circular) as to the number of B Shares and C Shares to be allotted and issued and (III) subject to the terms set out in the Circular and the aforementioned directors' determination, valid elections made (or deemed to be made) by the holders of the Existing Ordinary Shares pursuant to the terms of the Circular as to whether to receive B Shares and/or C Shares;

(b) each Existing Ordinary Share, as shown in the register of members of the Company at 6.00 p.m. on Monday 7 July 2014 (or such other time and/or date as the directors may in their absolute discretion determine), be and is hereby sub-divided into 16 undesignated shares of 0.625 pence each in the capital of the Company (each an "**undesignated share**") and forthwith upon such sub-division every 17 undesignated shares of 0.625 pence each be and are hereby consolidated into one new ordinary share of 10⅝ pence each in the capital of the Company (each a "**New Ordinary Share**"), provided that, where such consolidation would result in any member being entitled to a fraction of a New Ordinary Share, such fraction shall, so far as possible, be aggregated with the fractions of a New Ordinary Share (if any) to which other members of the Company would be similarly so entitled and the directors of the Company be and are hereby authorised to sell (or appoint any other person to sell) to any person all the New Ordinary Shares representing such fractions at the best price reasonably obtainable, and to distribute the proceeds of sale (net of expenses) in due proportion among the relevant members who would otherwise be entitled to the fractions so sold, save that any fraction of a penny which would otherwise be payable shall be rounded down in accordance with the usual practice of the registrar of the Company and the relevant member shall not be entitled thereto (and, for the purposes of implementing the provisions of this paragraph, any director or the Company Secretary of the Company (or any person appointed by the directors of the Company) shall be and is hereby authorised to execute one or more instrument(s) of transfer in respect of such New Ordinary Shares on behalf of the relevant member(s) and to do all acts and things the directors consider necessary or desirable to effect the transfer of such New Ordinary Shares to, or in accordance with the directions of, any buyer of such New Ordinary Shares);

(c) the directors of the Company be and are hereby authorised to do all such things as they consider necessary or expedient to transfer the deferred shares (if any) arising on reclassification of the C Shares in accordance with the New Articles of Association; and

(d) the terms of the option agreement dated 8 May 2014 between Barclays Bank PLC and the Company (a copy of which is produced to the meeting and initialled for the purposes of identification by the Chairman) under which (I) Barclays Bank PLC will be entitled to require the Company to purchase C Shares from Barclays Bank PLC, and (II) on such date(s) as may be specified by the Company, Barclays Bank PLC undertakes to sell all the deferred shares then in issue into which C Shares have, under the terms of the New Articles of Association, been automatically reclassified (the "**Option Agreement**"), be and are hereby approved and authorised for the purposes of section 694 of the CA 2006 and otherwise, but so that such approval and authority shall expire at the conclusion of the next annual general meeting of the Company.

Resolution 3: Ordinary resolution to grant directors authority to allot equity securities

THAT, conditional upon the passing of Resolutions 1 and 2 and Admission occurring by or as soon as practicable after 8.00 a.m. on Tuesday 8 July 2014 (or such later time and/or date as the directors may in their absolute discretion determine), and in substitution for all subsisting authorities to the extent unused other than in respect of any allotments made pursuant to offers or agreements made prior to the expiry of the authority pursuant to which such offers or agreements were made), to renew the power conferred on the directors by Article 12 of the New Articles of Association for a period expiring, unless previously renewed, revoked or varied by Shareholders, at the conclusion of the next annual general meeting of the Company after the date on which this Resolution is passed or, if earlier, 10 September 2015; for that period the Section 551 amount shall be £59,491,033 and in addition, the Section 551 amount shall be increased by £59,491,033, provided that the directors' power in respect of such latter amount shall only be used in connection with a rights issue:

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

(b) to holders of other equity securities as required by the rights of those securities or as the Board otherwise considers necessary,

and so 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.

Resolution 4: Special resolution to disapply pre-emption rights

THAT, conditional upon the passing of Resolutions 1, 2 and 3 and Admission occurring by or as soon as practicable after 8.00 a.m. on Tuesday 8 July 2014 (or such later time and/or date as the directors may in their absolute discretion determine), and in substitution for all subsisting authorities to the extent unused other than in

respect of any allotments made pursuant to offers or agreements made prior to the passing of this resolution, to renew the power conferred on the directors by Article 13 of the New Articles of Association, such authority to apply, unless previously renewed, revoked or varied by Shareholders until the conclusion of the next annual general meeting of the Company after the date on which this Resolution is passed or, if earlier, 10 September 2015 and for that period the Section 561 amount is £8,923,651.

Resolution 5: Special resolution to repurchase shares

THAT, subject to and conditional upon the passing of Resolutions 1 and 2 above and Admission occurring by or as soon as practicable after 8.00 a.m. on Tuesday 8 July 2014 (or such later time and/or date as the directors may in their absolute discretion determine), and in substitution for all subsisting authorities to the extent unused other than in respect of any market purchases made pursuant to offers or agreement made prior to the passing of this resolution, the Company shall be and is hereby generally and unconditionally authorised, pursuant to and in accordance with Section 701 of the CA 2006, to make market purchases (within the meaning of Section 693(4) of the CA 2006 of New Ordinary Shares (as defined in Resolution 1)) subject to the following conditions:

(a) the maximum aggregate number of New Ordinary Shares hereby authorised to be purchased is 167,974,500;

(b) the minimum price (excluding expenses) which may be paid for each New Ordinary Share is 10⅝ pence per share;

(c) the maximum price (excluding expenses) which may be paid for each New Ordinary Share in respect of a New Ordinary Share contracted to be purchased on any day, does not exceed the higher of (i) 105 per cent of the average of the middle market quotations for a New 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 (ii) the higher of the price of the last independent trade and the highest current independent bid for a New Ordinary Share as derived from the London Stock Exchange Trading System; and

(d) this authority will expire, unless previously renewed, varied or revoked by the Company, at the conclusion of the next annual general meeting of the Company in 2015 or on 10 September 2015, whichever is earlier (except in relation to the purchase of New 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).

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

By order of the Board

Mark J. White
General Counsel and Company Secretary
19 May 2014

Registered Office:
Compass House
Guildford Street, Chertsey
Surrey, KT16 9BQ
United Kingdom

Registered in England and Wales with number 4083914

Notes

Proxies

(i) A Shareholder entitled to attend and vote at the general meeting 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 to attend, speak and vote at the general meeting ("Meeting"). Where more than one proxy is appointed, each proxy must be appointed for different shares. Proxies may only be appointed by:

- completing and returning the Form of Proxy enclosed with this Circular to the Company's Registrar, Capita Asset Services, PXS 1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF, United Kingdom;
- going to www.capitashareportal.com and following the instructions for electronic submission provided there; or
- 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.

Return of the Form of Proxy will not prevent a Shareholder from attending the Meeting and voting in person. However, if you do attend the Meeting and have already voted by proxy, you will still be able to vote at the Meeting and your vote at the Meeting will replace your previously lodged proxy vote. The electronic addresses provided in this Circular 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 the Notice of this Meeting or in the Circular 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 11.00 a.m. on Monday 9 June 2014. 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 11.00 a.m. on Monday 9 June 2014. Please note, however, that proxy messages cannot be sent through CREST on weekends, UK public holidays or after 8.00 p.m. 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 6.00 p.m. on Monday 9 June 2014 or, in the event that the Meeting is adjourned, in the Register of Members 48 hours before the time of any adjourned meeting, shall be entitled to attend or vote at the Meeting in respect of the number of shares registered in their name at the relevant time. Changes to entries on the Register of Members after 6.00 p.m. on Monday 9 June 2014 or, in the event that the Meeting is adjourned, less than 48 hours before the time of any adjourned meeting, shall be disregarded in determining the rights of any person to attend or vote at the Meeting.

Nominated Persons

Any person to whom a copy of this Circular is sent who is a person nominated under section 146 of the CA 2006 to enjoy information rights (a **"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 Meeting. 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.

Right to ask questions

Under section 319A of the CA 2006, Shareholders have the right to ask questions at the Meeting 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.

Total voting rights

As at Thursday 15 May 2014 (being the last practicable date prior to the publication of the Circular and this Notice) the Company's issued share capital comprised 1,784,731,205 ordinary shares. The holders of ordinary shares are entitled to attend and vote at general meetings of the Company. On a vote by show of hands, every ordinary Shareholder who is present has one vote and every proxy present who has been duly appointed by a Shareholder entitled to vote has one vote. On a vote by poll every Shareholder who is present in person or by proxy has one vote for every ordinary share held. It is proposed that all votes on the Resolutions at the Meeting will be taken by way of a poll. The total voting rights in the Company as at Thursday 15 May 2014 were 1,784,731,205.

Information available on website

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

(i) The matters set out in this Notice of Meeting; and

(ii) The total voting rights and number of shares of each class in respect of which Shareholders are entitled to exercise voting rights at the Meeting.

The General Meeting

The doors of the Haberdashers' Hall will open at 10.15 a.m. on Wednesday 11 June 2014 and the Meeting will start promptly at 11.00 a.m. If you are planning to attend the Meeting, the Haberdashers' Hall is located at 18 West Smithfield, London EC1A 9HQ. Details of how to get to the venue may be found at www.haberdashers.co.uk.

Attending the General Meeting

If you are coming to the Meeting, please bring your attendance card with you. It authenticates your right to attend, speak and vote at the Meeting and will speed your admission. You may also find it useful to bring this Notice of General Meeting so that you can refer to it at the Meeting. All joint Shareholders may attend and speak at the Meeting. However, only the first Shareholder listed on the Register of Members is entitled to vote. At the discretion of the Company, and subject to sufficient seating capacity, a Shareholder may enter with one guest, provided that the Shareholder and their guest register to enter the Meeting at the same time.

Questions

All Shareholders or their proxies will have the opportunity to ask questions at the Meeting. When invited by the Chairman, if you wish to ask a question, please wait for a Company representative to bring you a microphone. It would be helpful if you could state your name before you ask your question. 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 at the General Meeting

The Company proposes that all Resolutions to be proposed at the Meeting will be put to the vote on a poll. 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. After each Resolution is put to the Meeting, you will be asked to cast your vote. All of the votes of the Shareholders present will be counted, and added to those received by proxy, and the provisional final votes will be displayed at the Meeting. The provisional voting results, which will include all votes cast for and against each Resolution at the Meeting, and all proxies lodged prior to the Meeting, will be announced at the Meeting and the final results will be published on the Company's website as soon as practicable after the Meeting. The Company will also disclose the number of votes withheld. If you have already voted by proxy, you will still be able to vote at the Meeting and your vote on the day will replace your previously lodged proxy vote. 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 Meeting. 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.

Venue arrangements

For your personal safety and security, all hand baggage may be subject to examination. Please note that electronic devices such as cameras and recording equipment may not be brought into the Meeting. A cloakroom will be available to deposit coats and bulky items. There is wheelchair access. Anyone accompanying a Shareholder in need of assistance will be admitted to the Meeting. If any Shareholder with a disability has any question regarding attendance at the Meeting, please contact the Group Company Secretariat at Compass Group PLC, Compass House, Guildford Street, Chertsey, KT16 9BQ, United Kingdom by 6 June 2014. Security staff will be on duty to assist Shareholders. The Company will not permit behaviour that may interfere with another person's security, safety or the good order of the Meeting. Please ensure that mobile phones are switched off throughout the Meeting. Tea and coffee will be available before the Meeting.

Shareholder enquiries

Capita Asset Services maintain the Company's share register. If you have any enquiries about the Meeting or about your shareholding, you should contact Capita Asset Services, Corporate Actions, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, United Kingdom. Telephone within the UK: Freephone 0800 121 7641 and from overseas: +44 203 471 2731: email shareholdersenquiries@capita.co.uk.

American Depositary Receipt enquiries

BNY Mellon maintains the Company's American Depositary Receipt register. Details may be found at www.mybnymdr.com. If you have any enquiries about your holding of Compass Group PLC American Depositary shares, you should contact BNY Mellon, Shareowner Services, PO Box 30170, College Station, Texas 7842-3170, USA on shrrelations@cpushareownerservices.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, carrying out the matters to be discussed at the Meeting to be held pursuant to this Notice, fulfilling its legal obligations and processing the Shareholder rights you exercise.

Published information

If you would like to receive this Circular 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, KT16 9BQ, United Kingdom. This Circular can be downloaded in PDF format from the Company's website at www.compass-group.com.

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