Notice of meeting

This document is important and requires your immediate attention.
If you are in any doubt as to the action you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent financial advisor authorised under the Financial Services and Markets Act 2000. If you have sold or otherwise transferred all your shares in Compass Group PLC, please send this Notice and the accompanying documents to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Online access
See this Report and our full Corporate Responsibility report online at:
www.compass-group.com/annualreport08



Notice is hereby given that the eighth Annual General Meeting ('AGM') of Compass Group PLC (the 'Company') will be held in the Churchill Auditorium at The Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London SW1P 3EE on Thursday, 5 February 2009 at 11.00 a.m. in order to transact the following business:

To consider and, if thought fit, to pass the following Resolutions, of which Resolutions 10 and 11 will be proposed as special resolutions and all other resolutions will be proposed as ordinary resolutions.

Resolution 1 – Report and Accounts
That the Directors' Annual Report and Accounts and the auditors' report thereon for the financial year ended 30 September 2008 be received and adopted.

Resolution 2 – Directors' Remuneration Report
That the Directors' Remuneration Report for the financial year ended 30 September 2008 be received and adopted.

Resolution 3 – Final dividend
To declare a final dividend of 8.0 pence per ordinary share.

Resolution 4 – Tim Parker
That Tim Parker be elected as a director of the Company.

Resolution 5 – Richard Cousins
That Richard Cousins be re-elected as a director of the Company.

Resolution 6 – Andrew Martin
That Andrew Martin be re-elected as a director of the Company.

Resolution 7 – Deloitte LLP
That the auditors, Deloitte LLP, be re-appointed as the Company's auditors until the conclusion of the next Annual General Meeting of the Company.

Resolution 8 – Auditors' remuneration
That the directors be authorised to agree the auditors' remuneration.

Resolution 9 – Authority to allot shares (section 80)
That the power conferred on the directors by Article 11 of the Company's Articles of Association be renewed for a period expiring at the end of the next Annual General Meeting of the Company after the date on which this Resolution is passed or, if earlier, 4 May 2010 and for that period the section 80 amount is £61,400,000.

Resolution 10 – Authority to allot shares for cash (section 89)
That, subject to the passing of Resolution 9 above, the power conferred on the directors by Article 12 of the Company's Articles of Association be renewed for a period expiring at the end of the next Annual General Meeting of the Company after the date on which this Resolution is passed or, if earlier, 4 May 2010 and for that period the section 89 amount is £9,200,000.

Resolution 11 – Purchase of own shares
That the Company be generally and unconditionally authorised, pursuant to Article 58 of the Company's Articles of Association and in accordance with Part V of the Companies Act 1985, to make market purchases (within the meaning of section 163 of that Act) of ordinary shares of 10 pence each in the capital of the Company subject to the following conditions:

11.1 the maximum aggregate number of ordinary shares hereby authorised to be purchased is 184 million;
11.2 the minimum price (exclusive of expenses) which may be paid for each ordinary share is 10 pence;
11.3 the maximum price (exclusive of expenses) which may be paid for each ordinary share is, in respect of a share contracted to be purchased on any day, an amount equal to 105% of the average of the middle market quotations for an ordinary share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the purchase is made; and
11.4 this authority shall expire, unless previously renewed, varied or revoked by the Company, at the conclusion of the next Annual General Meeting of the Company or 4 August 2010, whichever is the earlier (except in relation to the purchase of ordinary shares, the contract for which was concluded prior to the expiry of this authority and which will or may be executed wholly or partly after the expiry of this authority).

Resolution 12 – Political donations

That the Company and any company which is or becomes a subsidiary of the Company during the period to which this Resolution relates be and is hereby authorised to:

12.1 make donations to political parties or independent election candidates; and
12.2 make donations to political organisations other than political parties; and
12.3 incur political expenditure,

during the period commencing on the date of this Resolution and ending on the date of the Company's next Annual General Meeting, provided that any such donations and expenditure made by the Company or by any such subsidiary shall not exceed £125,000 per company and together with those made by any such subsidiary and the Company shall not exceed in aggregate £125,000.

Any terms used in this Resolution which are defined in Part 14 of the Companies Act 2006 shall bear the same meaning for the purposes of this Resolution 12.

By Order of the Board
Mark J White
General Counsel and Company Secretary
24 December 2008

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

Registered in England and Wales No. 4083914

Explanatory notes to the Resolutions

Resolution 1

The directors are required to present to the Meeting the audited accounts and the Directors' and auditors' report for the financial year ended 30 September 2008.

Resolution 2

The Directors' Remuneration Report includes the Company's policy on Directors' remuneration for the next financial year and for the years subsequent to that, a table containing details of the directors' emoluments and a line graph that shows the total shareholder return ('TSR'), from 1 October 2003, together with the TSR for the FTSE 100 Index since that date.

Resolution 3

If Resolution 3 is approved by shareholders, the final dividend for the year ended 30 September 2008 will be paid on 2 March 2009 to shareholders on the register at the close of business on 30 January 2009.

Resolution 4

The Company's Articles of Association permit any director appointed by the Board since the date of the last AGM to hold office only until the date of the next AGM. The director is then eligible for election by shareholders. Tim Parker is standing for election as a non-executive director following his re-appointment on 1 November 2008. Tim Parker has a letter of engagement for an initial period of three years and his appointment is terminable without compensation.

Resolutions 5 and 6

Under the Company's Articles of Association, one-third of the directors are required to retire by rotation each year and, in addition, no director may serve for more than three years without being re-elected by shareholders. Richard Cousins and Andrew Martin will retire by rotation this year in accordance with the Articles of Association and are proposed for re-election through separate resolutions numbered 5 and 6. Richard Cousins and Andrew Martin are standing for re-election as executive directors. The service agreement of Richard Cousins has no fixed term and is capable of termination on 12 months' notice from the Company and 12 months' notice from Richard Cousins. The service agreement of Andrew Martin has no fixed term and is capable of termination on 12 months' notice from the Company and six months' notice from Andrew Martin.

Biographical details of all the directors standing for election and re-election appear on page 38 of the Annual Report 2008.

Resolutions 7 and 8

Auditors have to be appointed at every general meeting at which accounts are presented to shareholders. The current appointment of Deloitte LLP (formerly Deloitte & Touche LLP) as the Company's auditors will end at the conclusion of the AGM and it has advised its willingness to stand for re-appointment. It is normal practice for a company's directors to be authorised to agree how much the auditors should be paid and Resolution 8 grants this authority to the directors.

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Resolutions 9 and 10

Resolution 9 seeks to grant the directors' authority to allot, pursuant to Article 11 of the Company's Articles of Association and section 80 of the Companies Act 1985, relevant securities with a maximum nominal amount of £61,400,000 (the 'section 80 amount'). This represents 614 million ordinary shares of 10 pence each in the capital of the Company, which is approximately one-third of the Company's issued share capital as at 26 November 2008 (being the last practicable date prior to the publication of this Notice). The Company does not currently hold any shares as treasury shares. The authority would, unless previously renewed by shareholders, remain in force up to the conclusion of the AGM of the Company to be held in 2010 or 4 May 2010 if earlier.

Resolution 10, which is being proposed as a special resolution, seeks to renew the directors' authority to issue equity securities of the Company for cash without application of the pre-emption rights pursuant to Article 12 of the Company's Articles of Association and section 89 of the Companies Act 1985. Other than in connection with a rights, scrip dividend, or other similar issue, the authority contained in this Resolution will be limited to a maximum nominal amount of £9,200,000 (the 'section 89 amount'). This represents 92 million ordinary shares of 10 pence each in the capital of the Company, which is approximately 5% of the Company's issued ordinary share capital as at 26 November 2008 (being the last practicable date prior to the publication of this Notice). The authority would, unless previously renewed by shareholders, expire at the conclusion of the AGM of the Company to be held in 2010 or 4 May 2010 if earlier.

Save in respect of 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 these authorities 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% of its issued share capital on a non-pro rata basis over the last three years.

Resolution 11

This Resolution, which is being proposed as a special resolution, empowers the directors to make limited on-market purchases of the Company's ordinary shares. The power is limited to a maximum of 184 million shares (just under 10% of the issued share capital as at 26 November 2008, being the last practicable date prior to the publication of this Notice) and details the minimum and maximum prices that can be paid, exclusive of expenses. The authority conferred by this Resolution will expire at the conclusion of the Company's next AGM or 18 months from the passing of this Resolution, whichever is the earlier.

The Companies (Acquisition of Own Shares) (Treasury Shares) Regulations 2003 came into force on 1 December 2003. These regulations allow shares repurchased by the Company to be held 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.

Beyond the share buy-back programme referred to on page 40 of the Annual Report 2008, 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.

Any purchases of ordinary shares would be made by means of market purchases through the London Stock Exchange. The Company holds no shares in treasury but the directors currently intend that any shares which are repurchased, outside of the share buy-back referred to above, may be held as treasury shares.

As at 26 November 2008 (being the last practicable date prior to the publication of this Notice), there were options outstanding over approximately 75 million ordinary shares in the capital of the Company which represent 4.1% of the Company's issued ordinary share capital (excluding treasury shares) at that date. If the authority to purchase the Company's ordinary shares was exercised in full, these options would represent 4.5% of the Company's issued ordinary share capital (excluding treasury shares).

The current Articles of Association provide the Company with the power to purchase its own shares and the Company has sought the authority of the shareholders to do this by way of a special resolution. With effect from the entry into force of Part 18 of the Companies Act 2006 ('CA 2006') scheduled for 1 October 2009, the Company will no longer be required to make provision for this power in its Articles of Association. However, the Company will still retain a statutory power, under the provisions of the CA 2006, to purchase its own shares, and the shareholders will, in accordance with the Listing Rules of the Financial Services Authority (in its capacity as the UK Listing Authority), be asked to approve the renewal of this power at subsequent AGMs.

Resolution 12

It is not Group policy to make donations to political parties. However, it is possible that certain routine activities undertaken by the Company and its subsidiaries might unintentionally fall within the broad scope of the provisions controlling political donations and expenditure in the CA 2006. Any expenditure that is regulated under the CA 2006 must first be approved by shareholders and will be disclosed in next year's annual report. This Resolution, if passed, will renew the directors' authority until the AGM to be held in 2010 (when the directors intend to renew this authority) to make donations and incur expenditure which might otherwise be caught by the terms of the CA 2006, up to an amount of £125,000 for the Company and for subsidiary companies.

Notes

(i) A shareholder entitled to attend and vote at the 2009 AGM may appoint a proxy or proxies (who need not be a shareholder of the Company) to exercise all or any of his rights to attend, speak and vote at the AGM. 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 Notice to Capita Registrars Limited at The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU;
- going to www.capitashareportal.com and following the instructions provided there; or
- by having an appropriate CREST message transmitted, if you are a user of the CREST system (including CREST personal members).

Return of the form of proxy will not preclude a shareholder from attending the Meeting and voting in person. You may not use any electronic address provided in the Notice of this Meeting to communicate with the Company for any purposes other than those expressly stated.

(ii) To be effective the form of proxy must be completed in accordance with the instructions and received by the Registrars of the Company by **11.00 a.m. on Tuesday, 3 February 2009**.

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 Tuesday, 3 February 2009. Please note, however, that proxy messages cannot be sent through CREST on weekends, bank 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.

(iii) Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those shareholders registered in the Register of Members of the Company as at 6.00 p.m. on 3 February 2009, 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 3 February 2009 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.

(iv) In order to facilitate voting by corporate representatives at the AGM, arrangements will be put in place at the Meeting to follow the procedure set out in Appendix B in the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives. Please see www.icsa.org.uk for further details of this procedure or contact Capita Registrars, telephone within the UK: Freephone 0800 280 2545 and from overseas: +44 20 7763 0041.

(v) Any person to whom this Notice 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 AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he or she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.

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

Copies of the service agreements of the executive directors, the letters of appointment of the non-executive directors, the directors' deeds of indemnity and the Register of Directors' Interests will be available for inspection during normal business hours from the date of dispatch of this Notice until the date of the Meeting (Saturdays, Sundays and public holidays excepted) at the registered office of the Company and will also be made available at the Meeting for a period of 15 minutes prior to and during the continuance of the Meeting.

General matters

Total voting rights

As at 26 November 2008 (being the last practicable date prior to the publication of this Notice) the Company's issued share capital consists of 1,844,101,494 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 26 November 2008 were 1,844,101,494.

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AGM information

Time of the Meeting
The doors of The Queen Elizabeth II Conference Centre will be open at 9.30 a.m. and the AGM will start promptly at 11 a.m. If you are planning to attend the AGM, The Queen Elizabeth II Conference Centre is located in the City of Westminster and a map is printed on the reverse of the attendance card attached to the form of proxy, which accompanies this Notice.

Attending the AGM
If you are coming to the AGM, please bring your attendance card with you. It authenticates your right to attend, speak and vote at the AGM and will speed your admission. You may find it useful to also bring this Notice of AGM and the Annual Report 2008 so that you can refer to them at the AGM. All joint shareholders may attend and speak at the AGM. However, only the first shareholder listed on the Register of Members is entitled to vote. All shareholders will have the opportunity to ask questions at the AGM. 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.

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 AGM at the same time.

Not attending the AGM
Whoever you appoint as a proxy can vote or abstain from voting as he or she decides on any other business which may validly come before the AGM. This includes proxies appointed using the CREST service. Details of how to complete the appointment of a proxy either electronically or on paper are given in the notes to this Notice and on the accompanying form of proxy.

Venue arrangements
For security reasons, all hand baggage may be subject to examination. Please note that laptop computers, tape recorders, cameras and similar such equipment may not be brought into the AGM. Briefcases, umbrellas and other bulky items should be deposited in the cloakroom, situated on the ground floor.

Smoking is not permitted inside The Queen Elizabeth II Conference Centre.

Please ensure that mobile telephones and pagers are switched off throughout the AGM.

Tea and coffee will be available in the reception area before the AGM. Light refreshments will be served after the AGM.

The following facilities will be available at The Queen Elizabeth II Conference Centre:

- sound amplification/hearing loop;
- wheelchair access; and
- sign language interpreters.

Anyone accompanying a shareholder in need of assistance will be admitted to the AGM. If any shareholder with a disability has any question regarding attendance at the AGM, please contact the Group Company Secretariat at Compass Group PLC, Compass House, Guildford Street, Chertsey, Surrey KT16 9BQ by 22 January 2009.

Security
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 AGM.

Enquiries
Capita Registrars maintain the Company's share register. If you have any enquiries about the AGM or about your shareholding, you should contact Capita Registrars at The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU.

The Bank of New York Mellon maintains the Company's American Depositary Receipt register. If you have any enquiries about your holding of Compass American Depositary Shares, you should contact Bank of New York Mellon, Investor Relations, PO Box 11258, Church Street Station, New York, NY 10286-1258, USA.

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 Registrars) may process your personal data for the purposes of compiling and updating the Company's records, fulfilling its legal obligations and processing the shareholder rights you exercise.

Published information
If you would like to receive this Notice and/or a copy of the Annual Report 2008 in an appropriate alternative format, such as large print, Braille or an audio version on CD, please contact the Group Company Secretariat at Compass Group PLC, Compass House, Guildford Street, Chertsey, Surrey KT16 9BQ.

See this Report online at:
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