NOTICE OF ANNUAL GENERAL 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.

Notice is hereby given that the seventeenth Annual General Meeting of Compass Group PLC (the Company) will be held at 12 noon on Thursday 8 February 2018 in the Live Room at Rugby Football Union, Rugby House, Twickenham Stadium, 200 Whitton Road, Twickenham, Middlesex TW2 7BA (the Meeting) (the AGM) in order to transact the following business:

To consider and, if thought fit, to pass the following Resolutions, of which Resolutions 21 to 24 will be proposed as special resolutions and all other Resolutions will be proposed as ordinary resolutions.

1. To receive and adopt the Directors' Annual Report and Accounts and the Auditor's Report thereon for the financial year ended 30 September 2017.
2. To receive and adopt the Remuneration Policy set out on pages 77 to 83 of the Director's Remuneration Report contained within the Annual Report and Accounts for the financial year ended 30 September 2017, such Remuneration Policy to take effect from the date on which this Resolution is passed.
3. To receive and adopt the Directors' Remuneration Report (other than the Remuneration Policy referred to in Resolution 2 above) contained within the Annual Report and Accounts for the financial year ended 30 September 2017.
4. To declare a final dividend of 22.3 pence per ordinary share in respect of the financial year ended 30 September 2017.
5. To re-elect Dominic Blakemore as a director of the Company.
6. To re-elect Richard Cousins as a director of the Company.
7. To re-elect Gary Green as a director of the Company.
8. To re-elect Johnny Thomson as a director of the Company.
9. To re-elect Carol Arrowsmith as a director of the Company.
10. To re-elect John Bason as a director of the Company.
11. To re-elect Stefan Bomhard as a director of the Company.
12. To re-elect Don Robert as a director of the Company.
13. To re-elect Nelson Silva as a director of the Company.
14. To re-elect Ireena Vittal as a director of the Company.
15. To re-elect Paul Walsh as a director of the Company.
16. To re-appoint KPMG LLP as the Company's auditor until the conclusion of the next Annual General Meeting of the Company.
17. To authorise the Audit Committee to agree the auditor's remuneration.
18. To authorise the Company and any company which is, or becomes, a subsidiary of the Company during the period to which this Resolution relates, to:

    18.1 make donations to political parties or independent election candidates;

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

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

    Any terms used in this Resolution 18 which are defined in Part 14 of the Companies Act 2006 shall bear the same meaning for the purposes of this Resolution.
19. That the rules of the Compass Group PLC Long Term Incentive Plan 2018 (2018 LTIP) to be constituted by the rules produced in draft to this Meeting and for the purposes of identification initialled by the Chairman, the principal features of which are summarised in this Notice of Meeting, be approved and adopted and that the directors be authorised to do all acts and things which they consider necessary or expedient to carry the 2018 LTIP into effect, including making such modifications as they may consider appropriate to take account of the requirements of the London Stock Exchange, the UK Listing Authority, best practice or local tax, exchange control or securities laws outside of the United Kingdom.
20. 20.1 To renew the power conferred on the directors by Article 12 of the Company's Articles of Association for a period expiring at the end of the next Annual General Meeting of the Company after the date on which this Resolution is passed or, if earlier, at close of business on 7 May 2019; and for that period the section 551 amount shall be £58,299,800.

    20.2 In addition, the section 551 amount shall be increased by £58,299,800 for a period expiring at the end of the next Annual General Meeting of the Company after the date on which this Resolution is passed, provided that the directors' power in respect of such latter amount shall only be used in connection with a rights issue:

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

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

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

SPECIAL RESOLUTIONS

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

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

    21.2 to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph 21.1 above) up to a nominal amount of £8,746,517 being not more than 5% of the issued ordinary share capital (excluding treasury shares) of the Company as at 1 December 2017, being the last practicable date prior to the publication of this Notice,

    such authority to expire at the end of the next Annual General Meeting of the Company, or, if earlier, at the close of business on 7 May 2019, but in each case, prior to the expiry the Company may make offers, and enter into agreements, which would, or might require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

22. To authorise the directors, subject to the passing of Resolution 20, and in accordance with the power conferred on the directors by Article 13 of the Company's Articles of Association and in addition to any authority granted under Resolution 21 to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that Resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such authority to be:

    22.1 limited to the allotment of equity shares or sale of treasury shares up to a nominal amount of £8,746,517 being not more than 5% of the issued ordinary share capital (excluding treasury shares) of the Company as at 1 December 2017, being the last practicable date prior to the publication of this Notice;

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

    such authority to expire at the end of the next Annual General Meeting of the Company or, if earlier, at close of business on 7 May 2019, but in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

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

    23.1 the maximum aggregate number of ordinary shares hereby authorised to be purchased is 158,308,000;

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

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

    23.4 this authority shall expire, unless previously renewed, varied or revoked by the Company, at the conclusion of the next Annual General Meeting of the Company or close of business on 7 August 2019, 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).

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

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

By Order of the Board



Mark White
Group General Counsel and Company Secretary

18 December 2017

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

Registered in England and Wales No. 4083914

EXPLANATORY NOTES TO THE RESOLUTIONS

RESOLUTION 1 – ANNUAL REPORT AND ACCOUNTS

The directors are required to present to the AGM the audited Accounts and the Directors' and Auditor's Reports for the financial year ended 30 September 2017.

RESOLUTION 2 – REMUNERATION POLICY

Shareholders are requested to approve the Remuneration Policy. The Remuneration Policy is set out on pages 77 to 83 of the Directors' Remuneration Report contained within the 2017 Annual Report and Accounts.

In accordance with section 439A of the Companies Act 2006 (CA 2006), a separate Resolution on the Remuneration Policy part of the Directors' Remuneration Report is required to be put to a vote by shareholders. The vote is binding which means that payments cannot be made under the Policy until it has been approved by shareholders.

The Policy Report must be put to shareholders at least every three years, unless during that time it is to be changed. The Company currently intends to submit the Policy for approval by shareholders every three years.

RESOLUTION 3 – DIRECTORS' REMUNERATION REPORT

In accordance with section 439 of the CA 2006, shareholders are requested to approve the Directors' Remuneration Report. The Directors' Remuneration Report is set out on pages 84 to 94 of the 2017 Annual Report and Accounts. The vote is advisory.

RESOLUTION 4 – FINAL DIVIDEND

The final dividend for the year ended 30 September 2017 will be paid on 26 February 2018 to shareholders on the register at the close of business on 19 January 2018, subject to shareholder approval.

RESOLUTIONS 5 TO 15 – RE-ELECTION OF DIRECTORS

Biographical details of all the directors standing for re-election appear on pages 47 to 49 of the 2017 Annual Report.

The Company's Articles of Association require one third of the directors to retire by rotation each year and no director may serve for more than three years without being re-elected by shareholders. However, in accordance with the UK Corporate Governance Code (the Code), all the directors will submit themselves for annual re-election by shareholders.

Having conducted an evaluation during the year, it is the view of the Chairman that the performance of each of the directors continues to be effective and that each director demonstrates commitment to the role and has sufficient time to meet his or her commitment to the Company.

RESOLUTIONS 16 AND 17 – AUDITOR

The auditor is appointed at every general meeting at which accounts are presented to shareholders. The current appointment of KPMG LLP as the Company's auditor will end at the conclusion of the AGM and it has advised of its willingness to stand for reappointment. In accordance with provisions of the Code, it is best recommended practice for the Audit Committee to be authorised to agree how much the auditor should be paid and Resolution 17 grants this authority to the Audit Committee.

RESOLUTION 18 – DONATIONS TO POLITICAL PARTIES

It is not Group policy to make donations to political parties. However, it is possible that certain routine activities undertaken by the Company and its subsidiaries might unintentionally fall within the wide definition of matters constituting political donations and expenditure in the 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 2019 (2019 AGM) (when the directors intend to renew this authority) to make donations and incur expenditure which might otherwise be caught by the terms of the CA 2006, up to an aggregate amount of £100,000 for the Company and for subsidiary companies.

RESOLUTION 19 – ADOPTION OF THE LONG TERM INCENTIVE PLAN 2018 (2018 LTIP)

The Compass Group Long Term Incentive Plan 2010 (2010 LTIP) will shortly expire. It is proposed that future share incentive awards to the executive directors and members of the Executive Board be made under a new long term incentive plan, consistent with the new Remuneration Policy to be proposed for shareholder approval as Resolution 2. There are no material changes to the 2010 LTIP save to the weighting of performance measures and the introduction of deferred bonus shares as detailed in the Appendix on pages 190 and 191. The 2018 LTIP is designed to incentivise executive directors and other such senior executives by providing a share of the long term value they create for shareholders. The Remuneration Committee of the Board believes this to be the most appropriate way to recognise superior performance.

The proposed new plan rules have been drafted to take account of current governance guidelines and the terms of the proposed new plan will remain broadly similar to those of the existing rules, such that awards will continue to be subject to three primary performance conditions which will be measured over a three year performance period.

The performance conditions will remain unchanged: Return on Capital Employed (ROCE), Adjusted Free Cash Flow (AFCF) and Total Shareholder Return (TSR). However, it is proposed that the relative weightings be amended from 1/3 for each performance element to 40% for ROCE, 40% for AFCF and 20% for TSR respectively.

The maximum opportunity of 250% of base salary for the current Group Chief Executive and 200% of base salary for other current executive directors remains unchanged, although as part of a rebalanced overall remuneration package, as a result of the change in executive leadership from 1 April 2018, the maximum opportunity will be increased to 300% of base salary for the Group Chief Executive and 250% of base salary for other executive directors, subject to shareholder approval. An award of up to 400% of base salary may be made on appointment and/or in exceptional circumstances. Were such an award to be made, an explanation of why it was necessary to make the award would be given to shareholders. All awards are subject to malus and clawback provisions.

Shareholder approval is being sought for the 2018 LTIP rules at the AGM to ensure that the 2018 LTIP reflects the proposed new Remuneration Policy. The proposed new Directors' Remuneration Policy, for which shareholder approval is being sought, is set out on pages 77 to 83.

The main features of the plan are summarised in the Appendix to this Notice on pages 190 and 191.

The Rules of the 2018 LTIP, together with the other documents for inspection, will be available for inspection during normal business hours from the date of dispatch of this Notice until the date of the AGM (Saturdays, Sundays and public holidays excepted) at the registered office of the Company, Compass House, Guildford Street, Chertsey, Surrey KT16 9BQ and, in accordance with Listing Rule 13.8.11 of the UK Listing Rules, at the offices of Freshfields Bruckhaus Deringer LLP, 65 Fleet Street, London, EC4Y 1HS and will also be made available at the AGM for a period of 15 minutes prior to and during the continuance of the AGM.

RESOLUTION 20 – DIRECTORS' AUTHORITY TO ALLOT SHARES

The purpose of Resolution 20 is to renew the directors' power to allot shares. Resolution 20.1 seeks to grant the directors authority to allot, pursuant to Article 12 of the Company's Articles of Association and section 551 of the CA 2006, relevant securities with a maximum nominal amount of £58,299,800. This represents 527,600,000 ordinary shares of 11$\frac{1}{20}$ pence each in the capital of the Company, which is approximately one third of the Company's issued ordinary share capital (excluding treasury shares) as at 1 December 2017 (being the last practicable date prior to the publication of this Notice). The Company currently holds 6,640,021 shares in treasury. The authority would, unless previously renewed, revoked or varied by shareholders, remain in force up to the conclusion of the 2019 AGM of the Company or close of business on 7 May 2019, whichever is earlier.

In accordance with the Investment Association Share Capital Management Guidelines (the Guidelines), Resolution 20.2 seeks to grant the directors authority to allot approximately a further one third of the Company's issued ordinary share capital (excluding treasury shares) in connection with a rights issue in favour of ordinary shareholders with a nominal value of up to £58,299,800 (representing 527,600,000 ordinary shares of 11$\frac{1}{20}$ pence each). Such additional authority will be valid until the conclusion of the 2019 AGM.

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

The total authorisation sought by Resolution 20 is equal to approximately two thirds of the issued ordinary share capital of the Company (excluding treasury shares) as at 1 December 2017, being the last practicable date prior to publication of this Notice.

Resolutions 1 to 20 will be proposed as ordinary resolutions and require that more than half of the votes cast must be in favour of a resolution for it to be passed.

RESOLUTIONS 21 AND 22 – DISAPPLICATION OF PRE-EMPTION RIGHTS

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

The Pre-Emption Group (which represents the Investment Association and the Pension and Lifetime Savings Association) published a revised statement of principles for the disapplication of pre-emption rights (the Principles) in 2015. The Principles provide that a general authority for the disapplication of pre-emption rights over approximately 5% of the Company's issued ordinary share capital should be treated as routine. This general authority, which the directors have sought and received in previous years, is dealt with under Resolution 21.

Subject to the passing of Resolution 20, Resolution 21 seeks to replace the authority conferred on the directors at the 7 June 2017 general meeting (2017 GM) to allot ordinary shares, or grant rights to subscribe for, or convert securities into, ordinary shares or sell treasury shares for cash (other than pursuant to an employee equity incentive share scheme) up to an aggregate nominal value of approximately 5% of the Company's issued ordinary share capital without application of pre-emption rights pursuant to Article 13 of the Company's Articles of Association and section 561 of the CA 2006. Other than in connection with a rights, scrip dividend, or other similar issue, the authority contained in this Resolution 21 would be limited to a maximum nominal amount of £8,746,517.

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

Subject to the passing of Resolution 20 and in addition to the authority granted by Resolution 21, Resolution 22 seeks to replace the authority conferred on the directors at the 2017 GM to allot ordinary shares, or grant rights to subscribe for, or convert securities into, ordinary shares or sell treasury shares for cash (other than pursuant to an employee equity incentive share scheme) up to an aggregate nominal value of approximately 5% of the Company's issued ordinary share capital without application of pre-emption rights pursuant to Article 13 of the Company's Articles of Association and section 561 of the CA 2006, provided that this authority will only be used for the purpose of:

(i) an acquisition; or

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

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

Other than in connection with a rights, scrip dividend, or other similar issue, the authority contained in this Resolution 22 would be limited to a maximum nominal amount of £8,746,517.

These together represent 158,308,000 ordinary shares of 11$\frac{1}{20}$ pence each in the capital of the Company, which is approximately 10% of the Company's issued ordinary share capital (excluding treasury shares) as at 1 December 2017 (being the last practicable date prior to the publication of this Notice). The authority would, unless previously renewed, revoked or varied by shareholders, expire at the conclusion of the AGM of the Company to be held in 2019 or close of business on 7 May 2019, if earlier.

Save for issues of shares in respect of various employee share schemes and any share dividend alternatives, the directors have no current plans to utilise the authorities sought by Resolutions 20, 21 and 22, 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. The limit also applies to shares issued from treasury. A renewal of this authority will be proposed at each subsequent AGM and the directors confirm their intention to follow best practice set out in the Principles which provides that usage of this authority in excess of 7.5% of the Company's issued share capital in a rolling three-year period would not take place without prior consultation with shareholders.

RESOLUTION 23 – PURCHASE OF OWN SHARES

This Resolution authorises the directors to make limited on market purchases of the Company's ordinary shares. The power is limited to a maximum of 158,308,000 shares (just under 10% of the issued ordinary share capital as at 1 December 2017, being the last practicable date prior to the publication of this Notice) and details the minimum and maximum prices that can be paid, exclusive of expenses. The authority conferred by this Resolution will expire at the conclusion of the Company's next AGM or 18 months from the passing of this Resolution, whichever is the earlier.

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

From 1 October 2016 to 21 April 2017, the Company repurchased and subsequently cancelled 1,340,344 ordinary shares of 10$\frac{5}{8}$ pence for a consideration of £19 million (including expenses).

On 14 June 2017, 35 ordinary shares of 10$\frac{5}{8}$ pence were repurchased for a consideration of £582 (including expenses) in relation to the Shareholder Return and associated Share Capital Consolidation. Of the 35 shares repurchased 10 were placed into treasury and the remaining 25 shares were subsequently cancelled.

No share repurchases were made from 15 June 2017 to 30 September 2017. No further share repurchases have been made between 1 October and 1 December 2017 (being the last practicable date prior to the publication of this Notice). The directors consider it desirable for such general authority to be available in order to maintain an efficient capital structure whilst at the same time retaining the flexibility to fund any infill acquisitions.

As at 1 December 2017 (being the last practicable date prior to the publication of this Notice) there were 1,589,736,625 11$\frac{1}{20}$ pence ordinary shares in issue and 6,640,021 11$\frac{1}{20}$ pence ordinary shares held in treasury for the purpose of satisfying the Company's obligations under employee equity incentive schemes. Shares held in treasury are not eligible to participate in dividends and do not carry any voting rights.

As at 1 December 2017 (being the last practicable date prior to the publication of this Notice), there were options to subscribe for ordinary shares issued by the Company outstanding over approximately 7,300,000 shares which represent 0.46% of the Company's issued ordinary share capital (excluding treasury shares) at that date. If the authority to purchase the Company's ordinary shares was exercised in full, these options would represent 0.51% of the Company's issued ordinary share capital (excluding treasury shares).

RESOLUTION 24 – NOTICE OF MEETINGS OTHER THAN ANNUAL GENERAL MEETINGS

The Company's Articles of Association allow the directors to call general meetings, other than AGMs, on 14 clear working days' notice. However, under the Companies (Shareholders' Rights) Regulations 2009 (the Regulations), all general meetings must be held on 21 days' notice, unless shareholders agree to a shorter notice period, and the Company has met the requirements for electronic voting under the Regulations. This Resolution seeks to renew the authority granted by shareholders at last year's AGM which preserved the Company's ability to call general meetings, other than AGMs, on 14 clear working days' notice, such authority to be effective until the Company's next AGM, when a similar resolution will be proposed. The directors confirm that the shorter notice period would not be used as a matter of routine, but only where flexibility is merited by the business of the meeting and it is thought to be to the advantage of shareholders as a whole. An electronic voting facility will be made available to all shareholders for any meeting held on such notice.

Resolutions 21 to 24 will be proposed as special resolutions and require that at least three quarters of the votes cast must be in favour of a resolution for it to be passed.

RECOMMENDATION

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

APPENDIX

SUMMARY OF THE PRINCIPAL FEATURES OF THE COMPASS GROUP PLC LONG TERM INCENTIVE PLAN 2018 (2018 LTIP)

Eligibility

The plan is discretionary and participation will be available to full time employees of the Group, including executive directors, who are not within six months of their expected normal retirement date.

Performance

The vesting of shares (other than awards made as a Deferred Bonus Award) under each performance condition is independent. Therefore, the total vesting amount is based on the relevant percentage achievement for each performance measure.

40% of any LTIP will be based on Return on Capital Employed (ROCE), 40% on Adjusted Free Cash Flow (AFCF) and 20% on Total Shareholder Return (TSR) over a three year performance period. The precise AFCF target for each award will be linked to the Group's wider business targets and will be set by the Remuneration Committee of the Board (the Committee) at the time of award based on Group projections and market expectations.

ROCE is calculated at the end of the three year performance period as net underlying operating profit after tax divided by 12 month average capital employed. If the ROCE target is satisfied, the number of awards that vest will depend on the ROCE achieved over the performance period such that if the par ROCE target is achieved 50% of the award based on ROCE will vest and if the maximum ROCE target is achieved, 100% of the award based on ROCE vests. Awards will vest on a straight line basis between 0% and 100% where ROCE is between threshold and maximum performance.

If the threshold AFCF cashflow target is satisfied, the number of awards that vest will depend on the level of AFCF achieved over the performance period such that if par cashflow target is achieved, 50% of the portion of the award based on AFCF will vest and if the maximum cashflow target is achieved, 100% of the award based on AFCF shall vest. Awards will vest on a straight line basis between 0% and 100% where AFCF is between threshold and maximum performance.

TSR is the aggregate of share price growth and dividends paid (assuming reinvestment of those dividends in the Company's shares during the three year performance period). 100% of the portion of the award based on TSR will vest if performance is in the upper quartile and 25% of the award will vest if performance is at the median. Where performance is between the median and top quartile, awards will vest on a straight line basis between the median and top quartile. No shares will be released if the Company's TSR performance is below the median. The Committee must also be satisfied that the underlying financial performance of the Company justifies the vesting of an award.

Calculations of the achievement of the targets will be independently performed and approved by the Committee.

Timing and basis of awards

Awards may be made within the period of 42 days commencing on the date of approval of the 2018 LTIP by shareholders or the day following the announcement of the annual or half year results of the Company in any year. Awards may also be made at any other time when, in the opinion of the Committee, the circumstances are considered to be exceptional so as to justify the making of an award.

Awards will be made for nil cost and will be determined by reference to a participant's base salary and the Company's closing share price on the day preceding the date on which an award is made. Benefits under the 2018 LTIP will not be pensionable.

No award may be made more than 10 years after the date of adoption of the 2018 LTIP and the Committee will formally review the 2018 LTIP by no later than February 2028.

Limits of participation

The annual limit for the value of shares over which an award may be made under the 2018 LTIP is 250% of base salary for the Group Chief Executive and 200% of base salary for all other executive directors. Following the change in executive leadership from 1 April 2018, the maximum shares awarded will be 300% of base salary for the Group Chief Executive and 250% for other executive directors. An award of up to 400% of base salary may be made on appointment and/or in exceptional circumstances.

Dilution Limits

The 2018 LTIP will operate within the limits recommended by the Investment Association in respect of awards settled by the issue of new shares or by the transfer of treasury shares.

In any 10 year period, not more than 5% of the issued ordinary share capital of the Company may be issued under the 2018 LTIP and all other discretionary employee share plans, and not more than 10% may be issued under the 2018 LTIP and all other employee share schemes operated by the Company. These limits do not include awards which have lapsed.

Vesting and lapse of awards

At the end of the three year performance period, once the Committee has determined the extent to which awards under the 2018 LTIP have vested, awards will be released within 45 days. Awards may be satisfied by the issue of new shares, market purchases, treasury shares or, if required (for example, because of securities laws), in cash at the discretion of the Committee at any time up to the release of an award. If satisfaction is by way of cash, such amount is determined by reference to the Company's share price on the vesting date.

Early vesting

If a participant ceases to be an employee in certain circumstances, including injury, ill health, disability or redundancy, any unvested award will lapse unless the Committee otherwise determines at its absolute discretion, in which case it shall permit awards to continue until the normal vesting date and be satisfied, subject to the achievement of the performance conditions. If a participant ceases to be an employee by reason of contractual or agreed early retirement, any unvested award will continue until the normal vesting date and be satisfied, subject to achievement of the performance conditions. In the aforementioned circumstances, any shares vesting will be reduced on a time-apportioned basis unless otherwise determined by the Committee. In the event of the death of

a participant during the performance period, such award will immediately vest, subject to the satisfaction of the performance conditions on that date and to reduction on a time-apportioned basis, unless the Committee decides otherwise.

Dividends
The Committee may permit dividend equivalents to be accrued on the shares earned from any awards.

Post-vest holding
The Committee may impose a holding period of up to five years on participants whose awards have vested, net of any shares sold to meet personal tax and social security obligations of the director. A two year post-vest holding period is expected to be imposed upon all awards made to executive directors as is the case under the 2010 LTIP.

Deferred Bonus Award
The Committee may make an award to Participants linked to the amount of a Participant's bonus where the Participant has not met the shareholding guidelines in force at the time that a bonus is paid. The number of shares subject to a Deferred Bonus Award will be calculated using that part of a Participant's annual bonus (before the deduction of tax and social security contributions) which the Participant has been required to receive in the form of a Deferred Bonus Award using the market value of the shares as determined by the Committee. Deferred Bonus Shares would vest after a three year period and would be subject to malus and clawback.

Change of control
In the event of a change of control of the Company, any unvested awards will vest immediately, subject to satisfaction of the performance conditions as at the date of completion of the change of control and subject to reduction on a time-apportioned basis. In the event of an internal reorganisation, an award will normally be released and replaced by a new award which will continue to be governed under the rules of the 2018 LTIP.

Recoupment
Malus and clawback can be applied to awards made under the 2018 LTIP so that the provisions apply both before an award vests and for a period of three years after vesting and apply in various circumstances, such as serious misconduct of a participant, including where facts arise after termination of employment, where the remedies include lapsing awards which have not vested and forfeiting of vested awards with the right to reclaim amounts from the affected participant.

Variation in share capital
The Committee may make such adjustments to awards as it considers appropriate in the event of any variation in the share capital of the Company.

Amendments
The Committee may amend the 2018 LTIP as it considers appropriate. However, shareholder approval is required to amend any provision to the advantage of participants relating to eligibility, dilution limits, the terms of vesting, the rights attaching to the shares acquired under the 2018 LTIP, or to the adjustment of awards. Shareholder approval is not required for minor amendments to benefit the administration of the 2018 LTIP or to take account of changes in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for participants or the Company.

IMPORTANT INFORMATION
PROXIES
(i) A shareholder entitled to attend and vote at the AGM may appoint a proxy or proxies (who need not be a shareholder of the Company) to exercise all or any of his or her rights 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 PXS1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF
- going to www.signalshares.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, any proxy appointment will be treated as revoked.

The electronic addresses provided in this Notice 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 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 12 noon on Tuesday 6 February 2018.

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 12 noon on Tuesday 6 February 2018. Please note, however, that proxy messages cannot be sent through CREST on weekends, public holidays or after 8.00pm on any other day. For the purpose of this deadline, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message. CREST personal members or other CREST sponsored members and those CREST members that have appointed voting service provider(s) should contact their CREST sponsor or voting service provider(s) for assistance with appointing proxies via CREST.

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

(iii) Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 and section 360B(2) of the CA 2006, the Company specifies that only those shareholders registered in the Register of Members of the Company as at close of business on Tuesday 6 February 2018 or, in the event that the Meeting is adjourned, in the Register of Members at the close of business two days before the time of any adjourned meeting, shall be entitled to 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 close of business on Tuesday 6 February 2018 or, in the event that the Meeting is adjourned, at close of business two days before the time of any adjourned meeting, shall be disregarded in determining the rights of any person to attend or vote at the Meeting.

Nominated Persons

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

The statement of the rights of shareholders in relation to the appointment of proxies in note (i) on page 191 above does not apply to Nominated Persons. The rights described in that note can only be exercised by shareholders of the Company.

Shareholder rights and AGM business

Under sections 338 and section 338A of the CA 2006, shareholders meeting the threshold requirements which, broadly, requires a minimum of 100 shareholders holding an average of 905 ordinary shares each or shareholders holding at least 5% of the Company's issued share capital, have the right to require the Company: (i) to give to shareholders of the Company entitled to receive notice of the AGM, notice of a resolution which may properly be moved and is intended to be moved, at the AGM; and/or (ii) to include in the business to be dealt with at the AGM, any matter (other than a proposed resolution) which may be properly included in the business. A resolution may properly be moved or a matter may properly be included in the business unless: (a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise); (b) it is defamatory; or (c) it is frivolous or vexatious. Such a request may be in hard copy or electronic form and must identify the resolution of which notice is to be given or the matter to be included in the business, must be authorised by the person or persons making it, must be received by the Company not later than Wednesday 27 December 2017, being the date six clear weeks before the AGM, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.

Right to ask questions

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

Website publication of audit concerns

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

Documents available for inspection

Copies of the service agreements of the executive directors, the letters of appointment of the non-executive directors, the directors' deeds of indemnity, the Register of Directors' Interests, the rules of the 2018 LTIP (for the purposes of identification initialled by the Chairman) and the Company's Articles of Association will be available for inspection during normal business hours from the date of dispatch of this Notice until the date of the AGM (Saturdays, Sundays and public holidays excepted) at the registered office of the Company, Compass House, Guildford Street, Chertsey, Surrey KT16 9BQ, and, in accordance with Listing Rule 13.8.11 of the UK Listing Rules, at the offices of Freshfields Bruckhaus Deringer LLP, 65 Fleet Street, London, EC4Y 1HS, and will also be made available at the AGM for a period of 15 minutes prior to and during the continuance of the AGM.

Total voting rights

As at 1 December 2017 (being the last practicable date prior to the publication of this Notice), the Company's issued share capital comprised 1,583,096,604 ordinary shares of 11$\frac{1}{20}$ pence each (excluding treasury 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 ordinary 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 AGM will be taken by way of a poll.

The total voting rights in the Company as at 1 December 2017 were 1,583,096,604 (excluding treasury shares).

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

(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 AGM

(iii) shareholders' rights to include business to be dealt with at the AGM

(iv) shareholders' statements, resolutions and matters of business received by the Company after 18 December 2017

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 also find it useful to bring this Notice of AGM and the Annual Report 2017 so that you can refer to them at the Meeting. 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. 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.

The AGM

The doors of the Live Room at Twickenham RFU Stadium will open at 10.30am and the AGM will start promptly at 12 noon. Please see the map on page 194 for the location of Twickenham RFU Stadium. Car parking is available for shareholders as indicated on the map. For more information of how to get to the venue, go to http://www.englandrugby.com/twickenham/visiting-the-stadium/getting-here.

Questions

All shareholders or their proxies 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. 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 sensitive 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 AGM

The Company confirms that all Resolutions to be proposed at the AGM 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.

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 indicative 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 displayed at the Meeting and the final results published on the Company's website, the London Stock Exchange and on the document storage system, Morningstar, 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 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.

Venue arrangements
For your personal safety and security, all hand baggage may be subject to examination. A cloakroom will be available to deposit coats and bulky items.

A sound amplification/hearing loop will be available in the meeting room.

There is wheelchair access. Anyone accompanying a shareholder in need of assistance will be admitted to the AGM. If any shareholder with a disability has any questions regarding attendance at the AGM, please contact the Group Company Secretariat at Compass Group PLC, Compass House, Guildford Street, Chertsey, Surrey KT16 9BQ by 1 February 2018.

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.

Please ensure that all electronic equipment (including mobile phones) is switched off throughout the AGM.

Tea and coffee will be available before the Meeting and light refreshments will be served afterwards.

Shareholder enquiries
Link Asset Services maintain the Company's share register. If you have any enquiries about the AGM or about your shareholding, you should contact Link Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU.

American Depositary Receipt enquiries
BNY 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 BNY Mellon, Shareowner Services, Computershare, P.O. Box 30170, College Station TX 77842-3170, USA or 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, 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 2017 in an appropriate alternative format, such as large print, Braille or an audio version on CD, please contact the Group Company Secretariat at Compass Group PLC, Compass House, Guildford Street, Chertsey, Surrey KT16 9BQ.

Our 2017 Annual Report and this Notice are available at www.compass-group.com.

