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/annualreport09



Notice is hereby given that the ninth Annual General Meeting of Compass Group PLC (the 'Company') will be held in the Fleming Room at the Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London SW1P 3EE on Friday, 5 February 2010 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 11, 12 and 16 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 2009 be received and adopted.

Resolution 2 – Directors' Remuneration report
That the Directors' Remuneration report for the financial year ended 30 September 2009 be received and adopted.

Resolution 3 – Final dividend
To declare a final dividend of 8.8 pence per ordinary share in respect of the financial year ended 30 September 2009.

Resolution 4 – Don Robert
That Don Robert be elected as a director of the Company.

Resolution 5 – Gary Green
That Gary Green be re-elected as a director of the Company.

Resolution 6 – Sir Ian Robinson
That Sir Ian Robinson be re-elected as a director of the Company.

Resolution 7 – Steve Lucas
That Steve Lucas be re-elected as a director of the Company.

Resolution 8 – 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 9 – Auditors' remuneration
That the directors be authorised to agree the auditors' remuneration.

Resolution 10 – Authority to allot shares
That 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 2011 and, for that period the section 551 amount shall be £61,800,000 and, in addition, the section 551 amount shall be increased by £61,800,000, provided that the directors' power in respect of such latter amount shall only be used in connection with a rights issue:

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

(ii) 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 restriction 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.

Notice of meeting

Resolution 11 – Authority to allot shares for cash

That, subject to the passing of Resolution 10 above, the power conferred on the directors by Article 13 of the Company's Articles of Association be renewed, such authority to apply until the conclusion of the next Annual General Meeting of the Company after the date on which this Resolution is passed or, if earlier, 4 May 2011 and for that period the section 561 amount is £9,250,000.

Resolution 12 – Purchase of own shares

That the Company be generally and unconditionally authorised, 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 10 pence each in the capital of the Company subject to the following conditions:

12.1 the maximum aggregate number of ordinary shares hereby authorised to be purchased is 185,500,000;
12.2 the minimum price (exclusive of expenses) which may be paid for each ordinary share is 10 pence;
12.3 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
12.4 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 2011, 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 13 – The Compass Group PLC Long Term Incentive Plan 2010

That the Compass Group PLC Long Term Incentive Plan 2010 (the 'LTIP'), to be constituted by the rules produced in draft to this Meeting and for the purpose 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 may consider necessary or expedient to carry the 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 the United Kingdom.

Resolution 14 – The Compass Group Share Option Plan 2010

That The Compass Group Share Option Plan 2010 (the 'Share Option Plan'), to be constituted by the rules produced in draft to this Meeting and for the purpose 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 may consider necessary or expedient to carry the Share Option Plan 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 the United Kingdom.

Resolution 15 – 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:

15.1 make donations to political parties or independent election candidates; and
15.2 make donations to political organisations other than political parties; and
15.3 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 15.

Resolution 16 – Notice of Meetings other than Annual General Meetings

That a general meeting of the Company other than an Annual General Meeting may be called on not less than 14 clear 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.

By Order of the Board
Mark J White
General Counsel and Company Secretary
23 December 2009

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 2009.

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 2004, 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 2009 will be paid on 1 March 2010 to shareholders on the register at the close of business on 29 January 2010.

Resolution 4
The Company's Articles of Association permit any director appointed by the Board since the date of the last Annual General Meeting ('AGM') to hold office only until the date of the next AGM. The director is then eligible for election by shareholders. Don Robert is standing for election as a non-executive director following his appointment on 8 May 2009. Don Robert has a letter of engagement for an initial period of three years and his appointment is terminable without compensation.

Resolutions 5, 6 and 7
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. Gary Green, Sir Ian Robinson and Steve Lucas will retire by rotation this year in accordance with the Articles of Association and are proposed for re-election through separate resolutions numbered 5, 6 and 7. Gary Green is standing for re-election as an executive director and Sir Ian Robinson and Steve Lucas for re-election as non-executive directors. The service agreement of Gary Green has no fixed term and is capable of termination on 12 months' notice from the Company and six months' notice from Gary Green. The letters of engagement of Sir Ian Robinson and Steve Lucas are terminable without compensation.

Biographical details of all the directors standing for election and re-election appear on page 42 of the Annual Report 2009.

Resolutions 8 and 9
Auditors have to be appointed at every general meeting at which accounts are presented to shareholders. The current appointment of Deloitte 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 9 grants this authority to the directors.

Resolution 10
The first part of Resolution 10 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 ('CA 2006'), relevant securities with a maximum nominal amount of £61,800,000 (the 'section 551 amount'). This represents 618,000,000 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 25 November 2009 (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, revoked or varied by shareholders, remain in force up to the conclusion of the AGM of the Company to be held in 2011, or 4 May 2011, whichever is earlier.

On 31 December 2008, the Association of British Insurers ('ABI') revised its guidelines on directors' authority to allot shares. The new guidelines state that ABI members will continue to permit, and treat as routine, a request for authorisation to allot up to one-third of the existing issued share capital of the Company, together with the number of shares required to be allotted in respect of share incentive schemes. The new guidelines also state that the ABI will now regard as routine, requests to authorise the allotment of a further one-third of the Company's issued share capital provided that such additional allotment is only applied to fully pre-emptive rights issues and the authorisation is valid for one year only. The Board considers it appropriate that the Company should follow the revised ABI guidelines. The second part of Resolution 10 therefore seeks to grant the directors authority to allot ordinary shares in connection with a rights issue in favour of ordinary shareholders with a nominal value of up to £61,800,000 (representing 618,000,000 ordinary shares of 10 pence each).

The total authorisation sought by Resolution 10 is equal to two-thirds of the issued ordinary share capital of the Company (excluding treasury shares) as at 25 November 2009, being the last practicable date prior to publication of this Notice.

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Resolution 11

Resolution 11, 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 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, would be limited to a maximum nominal amount of £9,250,000 (the 'Section 561 amount'). This represents 92,500,000 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 25 November 2009 (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 2011 or on 4 May 2011 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 the authorities sought by Resolutions 10 and 11 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 and the Board confirms its intention to follow best practice set out in the Pre-emption Group's Statement of 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 12

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 185,500,000 shares (just under 10% of the issued ordinary share capital as at 25 November 2009, 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 44 of the Annual Report 2009, 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 25 November 2009 (being the last practicable date prior to the publication of this Notice), there were options outstanding over approximately 58,700,000 ordinary shares in the capital of the Company which represent 3.2% 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 3.5% of the Company's issued ordinary share capital (excluding treasury shares).

Resolution 13

The Compass Group Long-Term Incentive Plan ('LTIP') will shortly expire and it is proposed that future share incentive awards to executive directors and members of the Executive Committee be made under a new long-term incentive plan. The 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 is the most appropriate way to recognise superior performance.

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 primary performance conditions of Total Shareholder Return ('TSR') and Group Free Cash Flow ('GFCF') and the maximum annual opportunity will not exceed 200% of base salary. The proposed new plan rules have been drafted to take account of current governance guidelines. Key proposed amendments include the ability to settle awards in shares or cash (if required), a reduction in the averaging period for determination of the TSR performance condition from six months to three months and implementation of a recoupment policy in the event of material fraud or misconduct by the recipient.

The main features of the plan are summarised in the appendix to this document.

Resolution 14
The Company is seeking the approval of shareholders for a new discretionary share option plan to attract and motivate senior executives. Directors will not be eligible to participate. It is not intended to seek HM Revenue & Customs approval.

The principal features of the plan are summarised in the appendix to this document.

Resolution 15
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 2011 (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 £125,000 for the Company and for subsidiary companies.

Resolution 16
The Company is currently able to call general meetings other than annual general meetings on 14 clear days' notice in accordance with its Articles of Association. However, the Companies (Shareholders' Rights) Regulations 2009 ('the Regulations'), which came into force on 3 August 2009, increased the required notice period for general meetings to 21 days, which overrides the authority provided for in the Articles of Association. The Company is able to preserve the authority to call general meetings on 14 days' notice, provided shareholders have approved this by passing a resolution annually at each AGM and the Company has met the requirements for electronic voting under the Regulations.

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 all shareholders to vote in favour of all resolutions, as the Directors intend to do in respect of their own beneficial holdings of ordinary shares.

Appendix

Summary of the principal features of The Compass Group PLC Long Term Incentive Plan 2010 (the 'LTIP')

1 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.

2 Performance conditions
50% of any LTIP award will be based on Group Free Cash Flow ('GFCF') over a three-year performance period and 50% on the Company's Total Shareholder Return ('TSR') over the same period relative to the companies comprising the TSR comparator group at the start of the performance period. The precise GFCF 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.

No shares will vest unless the Group achieves threshold performance. 25% of the portion of the award based on GFCF will vest on the achievement of threshold performance. Awards will vest on a straight-line basis between 25% and 100% where GFCF 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 top 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.

3 Timing and basis of awards
Awards may be made within the period of 42 days commencing on the date of approval of the 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 circumstances are considered to be exceptional so as to justify the making of an award.

Awards will be made for no monetary consideration and will be determined by reference to a participant's base salary and the Company's share price on the day prior to the date on which an award is made. Benefits under the LTIP will not be pensionable.

No award may be made more than 10 years after the date of adoption of the LTIP and the Committee will formally review the LTIP by no later than February 2015.

4 Limits on participation
The annual limit for the value of shares over which an award may be made under the LTIP is 200% of base salary.

5 Dilution limits
The LTIP will operate within the limits recommended by the Association of British Insurers in respect of awards settled by the issue of new shares or 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 LTIP and all other discretionary employees' share plans, and not more than 10% may be issued under the LTIP and all other employees' share schemes operated by the Company. These limits do not include awards which have lapsed.

6 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 LTIP have vested, awards will be released within 45 days. Awards may be satisfied in new issue shares, purchased shares, 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.

7 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 in 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 condition. 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 condition. 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 condition at that date and to reduction on a time-apportioned basis, unless the Committee decides otherwise.

8 Change of control
In the event of a change of control of the Company, any unvested awards will vest immediately, subject to satisfaction of performance conditions as at the date of completion of the change of control and subject to reduction on a time-apportionment 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 LTIP.

9 Recoupment
In the case of intended fraud or misconduct by a participant which contributes to an error in financial information that materially affects the Company's share value, the Company will be entitled to recover the value of any shares released (such value being determined by reference to the market value at the date of vesting) or the payment of cash equivalents under the LTIP.

10 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.

11 Amendments
The Committee may amend the 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 LTIP, or to the adjustment of awards. Shareholder approval is not required for minor amendments to benefit the administration of the 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.

Summary of the principal features of The Compass Group Share Option Plan 2010 (the 'Share Option Plan')

1 Eligibility
The Share Option Plan is discretionary and participation will be available to full-time employees of the Group, save that no executive directors may participate.

2 Performance conditions
Options will be exercisable in full or part subject to the achievement of Group Free Cash Flow ('GFCF') performance targets over a three-year performance period commencing at the start of the financial year in which the option is granted. Such targets will be determined by the Remuneration Committee of the Board (the 'Committee') at the time of grant.

25% of options will be exercisable on the achievement of a threshold target and 100% on achievement of a maximum target. Options will be exercisable on a straight-line basis between 25% and 100% where the GFCF is between the threshold cash flow target and the maximum cash flow target respectively.

The Committee must also be satisfied that the underlying financial performance of the Company justifies an option becoming capable of exercise.

No options will be exercisable if the threshold target is not met.

3 Option grants and price

Options may be granted within the period of 42 days commencing on the date of approval of the Share Option Plan by shareholders or the day following the announcement of the annual or half-year results of the Company in any year. Grants may also be made at any other time when, in the opinion of the Committee, circumstances are considered to be exceptional so as to justify such grant.

The option price must not be less than the market value at the time of grant, which may be the share price on the business day before the date of grant, the date of grant, or the average price over the three preceding business days.

Options are not pensionable. No grant may be made more than 10 years after the date of adoption of the Share Option Plan and the Committee will formally review the Share Option Plan by no later than February 2015.

4 Limits on participation

Each individual's annual participation will be limited so that the aggregate price payable on the exercise of options or the value of any other executive share award will not exceed 200% of base salary.

5 Dilution limits

No options may be granted under the Share Option Plan which would, at the time of grant, cause the number of shares which may have been or may be issued in pursuance of options granted under all share option plans established by the Company to exceed 10% of the Company's issued ordinary share capital (or 5% of such capital if only options granted under discretionary share schemes are taken into account) in relation to options granted in the 10 years ending with the date of grant of the option. Options which have lapsed are not included. Where options granted under the Share Option Plan will, on exercise, be satisfied by a transfer of existing shares purchased on the market (but not treasury shares), these limits will not apply.

6 Exercise of options

Options will normally be exercisable, subject to satisfaction of the performance condition, between three and 10 years after grant, at the end of which they will lapse. In certain circumstances, early exercise of options is permitted.

If an option holder ceases to be an employee through injury, ill-health, disability, contractual or agreed early retirement, redundancy or his employing company or business ceasing to be part of the Group, any options which are not capable of exercise at the date of leaving will lapse, unless the Committee otherwise determines in its absolute discretion, in which case it shall permit options to continue until their third anniversary and be exercisable for a period of six months, subject to the achievement of the performance condition, and pro-rated to the holder's employment term. In the event of the death of an option holder, any option capable of exercise at the date of death may be exercised by his personal representatives within the following 12-month period. Any option not capable of exercise at the date of death will lapse immediately, unless otherwise determined by the Committee, in which case it may be exercised within a 12-month period as before. If employment is terminated for other reasons, options will normally lapse.

7 Net settlement

The Committee may determine that, in substitution for the right to acquire shares on exercise, a holder may be issued shares or paid a cash sum equal to the settlement value of the option, determined by reference to the Company's share price on the previous business day.

8 Change of control

Options will normally become exercisable on a change of control of the Company, subject to satisfaction of performance conditions as at the date of the transaction and subject to reduction on a time-apportionment basis unless the Committee determines otherwise. In the event of an internal reorganisation, options will normally be released and replaced by new options which will continue to be governed under the rules of the Share Option Plan, provided that the Committee is satisfied that its underlying financial performance justifies this.

9 Recoupment

In the case of intended fraud or misconduct by an option holder which contributes to an error in financial information that materially affects the Company's share value, the Company will be entitled to recover the value of any shares issued pursuant to the exercise of an option, or any net settlement made under the terms of the Share Option Plan.

10 Variation in share capital

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

11 Amendments

The provisions governing eligibility requirements, participation limits, equity dilution, the terms of exercise, the rights attaching to the shares acquired under the Share Option Plan, or to the adjustment of options cannot be altered to the advantage of option holders without the prior approval of shareholders in general meeting. Shareholder approval is not required for minor amendments to benefit the administration of the Share Option Plan, 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.

Copies of the draft rules of both new plans may be inspected during normal business hours at the offices of Freshfields Bruckhaus Deringer LLP, 65 Fleet Street, London EC4Y 1HS and 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.

Notice of meeting

Important information

Proxies and corporate representatives

(i) A shareholder entitled to attend and vote at the 2010 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 PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU;
- going to www.capitashareportal.com and following the instructions for electronic submission provided there; or
- by 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 preclude 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 other 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 **Wednesday 3 February 2010.**

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 Wednesday 3 February 2010. 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 and section 360B(2) 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 3 February 2010, 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 2010 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 Notice is sent who is a person nominated under section 146 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.

AGM business

Under section 319A 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.

Under section 338A CA 2006, shareholders may request the Company to include in the business to be dealt with at annual general meetings any matter (other than a proposed resolution) which may be properly included in the business, provided that it is not defamatory, frivolous or vexatious. The Company will include such matter if sufficient requests have been received in accordance with section 338A(3) CA 2006 which, broadly, requires a minimum of 100 shareholders holding an average 1,000 ordinary shares each or shareholders holding at least 5% of the Company's issued share capital to make the request, and submitted in the manner detailed in section 338A CA 2006.

Website publication of audit concerns

Under section 527 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 auditors' report and the conduct of the audit) that are to be submitted to the meeting or any circumstances connected to the Company's auditors 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) CA 2006 which, broadly, requires a minimum of 100 shareholders holding an average 1,000 ordinary shares each or shareholders holding at least 5% of the Company's issued share capital 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 auditors 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 CA 2006 to publish on its website.

Documents on display

Copies of the service agreements of the executive directors, the letters of appointment of the non-executive directors, the directors' deeds of indemnity, the rules of the share plans referred to in Resolutions 13 and 14 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.

Copies of the rules of the share plans referred to in Resolutions 13 and 14 will also be available for inspection at the offices of Freshfields Bruckhaus Deringer LLP, 65 Fleet Street, London EC4Y 1HS.

Total voting rights

As at 25 November 2009 (being the last practicable date prior to the publication of this Notice) the Company's issued share capital comprised 1,855,854,883 ordinary shares. The holders of ordinary shares are entited 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.

The total voting rights in the Company as at 25 November 2009 were 1,855,854,883.

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 and 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; and
(iv) Shareholders' statements, resolutions and matters of business received by the Company after 23 December 2009.

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 11.00 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 2009 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. 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.

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 considered not 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 question to the Company's website.

Notice of meeting

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, recording equipment, 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, pagers and Blackberries 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 2010.

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 Northern House, Woodsome Park, Fenay Bridge, Huddersfield HD8 0GA.

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, Shareholder Services, PO Box 358516, Pittsburgh, PA 15252-8516, 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 2009 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:
www.compass-group.com/annualreport09