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

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

The release, publication or distribution of this document in jurisdictions outside the United Kingdom may be restricted by law and, therefore, any persons who are subject to the laws of any jurisdiction other than the United Kingdom should inform themselves about, and observe, any applicable requirements. Any failure to comply with these restrictions may constitute a violation of the securities laws of such jurisdictions. This document has been prepared for the purposes of complying with English law and the Listing Rules and the information disclosed may not be the same as that which would have been disclosed if this document had been prepared in accordance with the laws and regulations of any jurisdiction outside the United Kingdom.

Compass Group PLC

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

Proposed Shareholder Return by way of Special Dividend
of 61 pence per Existing Ordinary Share (amounting to approximately £1 billion) and
a 25 for 26 Share Consolidation

Circular to Shareholders
and
Notice of General Meeting

The whole of this document should be read in conjunction with the accompanying Form of Proxy. Your attention, in particular, is drawn to the letter from the Chairman of the Company that is set out in Part I of this document and the details of the Shareholder Return set out in Part II of this document. The letter in Part I recommends that you vote in favour of the Resolutions to be proposed at the General Meeting referred to below and sets out certain information relating to the proposed Shareholder Return by way of Special Dividend. A summary of the actions to be taken by Shareholders is set out on page 9 of this document.

Notice of a General Meeting of the Company to be held at 10.30 a.m. on Wednesday 7 June 2017 in the Churchill Suite at the Rugby Football Union, Rugby House, Twickenham Stadium, 200 Whitton Road, Twickenham, Middlesex, TW2 7BA is set out on pages 28 to 34 of this document.

The Form of Proxy for use at the General Meeting accompanies this document. Shareholders are requested to complete and return the Form of Proxy whether or not they intend to be present at the General Meeting in accordance with the instructions printed on it. To be valid, Forms of Proxy should be completed and returned in accordance with the instructions set out thereon to the Company's Registrars, Capita Asset Services, PXS 1, 34 Beckenham Road, Beckenham, Kent, BR3 4ZF, United Kingdom, so as to arrive as soon as possible, but in any event so as to be received **by no later than 10.30 a.m. on Monday 5 June 2017**, being 48 hours before the time appointed for the holding of the General Meeting. A pre-paid envelope is enclosed for your convenience.

Completion and return of the Form of Proxy will not preclude Shareholders from attending and voting in person at the General Meeting, should they so wish. Electronic Proxy Appointment is available for this General Meeting.

This facility enables Shareholders to lodge their proxy appointment by electronic means through the Registrar's website, www.capitashareportal.com or, for those who hold their shares in CREST, through the CREST electronic proxy appointment service. Further details are set out in the notes to this document.

N M Rothschild & Sons Limited ("**Rothschild**") is acting as financial adviser to the Company in relation to the shareholder return by way of Special Dividend with a share consolidation ("**Shareholder Return**"). Rothschild is authorised and regulated in the United Kingdom by the Financial Conduct Authority ("**FCA**"). Rothschild is acting exclusively for the Company and for no one else in connection with the matters described in this document and is not advising or acting for and is not, and will not be, responsible to anyone other than the Company for providing the protections afforded to clients of Rothschild, or for providing advice in connection with the matters referred to or contained in this document.

Apart from the responsibilities and liabilities, if any, which may be imposed on Rothschild by the Market Abuse Regulation, FSMA or the regulatory regime established thereunder or otherwise by any laws or regulations, Rothschild do not accept any responsibility or liability whatsoever for the contents of this document and no representations, express or implied except as expressly set out herein, are made by Rothschild in relation to the contents of this document, including its accuracy, completeness or verification or for any other statement made or purported to be made by Rothschild, or on behalf of Rothschild, in connection with the Company or the matters described in this document. To the fullest extent possible Rothschild accordingly disclaims all and any liability whether arising in tort, contract or otherwise (save as referred to above) which they might otherwise have in respect of this document or any such statement.

Application will be made to the UK Listing Authority and the London Stock Exchange, respectively, for the New Ordinary Shares resulting from the proposed Share Consolidation to be admitted to the Official List and to trading on the London Stock Exchange's main market for listed securities in place of the Existing Ordinary Shares. It is expected that dealings in the Existing Ordinary Shares will continue until 4.30 p.m. on Monday 26 June 2017 and that Admission of the New Ordinary Shares will become effective and dealings in them will commence on the main market of the London Stock Exchange by or as soon as practicable after 8.00 a.m. on Tuesday 27 June 2017.

None of the New Ordinary Shares have been or will be registered under the US Securities Act or the state securities laws of the United States and none of them may be offered or sold in the United States unless pursuant to a transaction that has been registered under the US Securities Act and the relevant state securities laws or a transaction that is not subject to the registration requirements of the US Securities Act and the state securities laws, either due to an exemption therefrom or otherwise. Neither the New Ordinary Shares nor this document has been approved, disapproved or otherwise recommended by any US federal or state securities commission or other regulatory authority or any non-US securities commission or regulatory authority nor have such authorities passed upon or endorsed the merits of this offering or confirmed the accuracy or determined the adequacy of this document. Any representation to the contrary is a criminal offence in the United States.

This document does not constitute an invitation to participate in the Shareholder Return in or from any jurisdiction in or from which, or to or from whom, it is unlawful to make such invitation to participate under applicable securities laws or otherwise. This document is a Circular relating to the Shareholder Return which has been prepared in accordance with the Listing Rules.

A summary of the action to be taken by Shareholders is set out in paragraph 6 of Part I of this Circular on page 9 and in the accompanying Notice of General Meeting on pages 28 to 34.

INFORMATION REGARDING FORWARD LOOKING STATEMENTS

This Circular includes statements that are, or may be deemed to be, "forward looking statements". These forward looking statements can be identified by the use of forward looking terminology, including the terms "believes", "estimates", "plans", "projects", "anticipates", "expects", "intends", "may", "will", or "should" or, in each case, their negative or other variations or comparable terminology, or by discussions of strategy, plans, objectives, goals, future events or intentions. These forward looking statements include all matters that are not historical facts. They appear in a number of places throughout this Circular and include, but are not limited to, statements regarding the Group's intentions, beliefs or current expectations concerning, among other things, the Group's results of operations, financial position, prospects, growth, strategies and the industry in which it operates. By their nature, forward looking statements involve risk and uncertainty because they relate to future events and circumstances. Forward looking statements are not guarantees of future performance and the actual results of the Group's operations and financial position, and the development of the markets and the industry in which the Group operates, may differ materially from those described in, or suggested by, the forward looking statements contained in this Circular. In addition, even if the results of operations, financial position and the development of the markets and the industry in which the Group operates are consistent with the forward looking statements contained in this Circular, those results or developments may not be indicative of results or developments in subsequent periods. A number of factors could cause results and developments to differ materially from those expressed or implied by the forward looking statements including, without limitation, general economic and business conditions, industry trends, competition, changes in regulation, currency fluctuations, changes in its business strategy, political and economic uncertainty and other factors. Statements contained in this Circular regarding past trends or activities should not be taken as a representation that such trends or activities will continue.

Forward looking statements may, and often do, differ materially from actual results. Any forward looking statements in this Circular speak only as of their respective dates, reflect the Group's current view with respect to future events and are subject to risks relating to future events and other risks, uncertainties and assumptions relating to the Group's operations, results of operations and growth strategy. Subject to the requirements of the Financial Conduct Authority, the London Stock Exchange, the Listing Rules and the Disclosure Guidance and Transparency Rules (and/or any regulatory requirements) or applicable law, the Group explicitly disclaims any obligation or undertaking publicly to release the result of any revisions to any forward looking statements in this Circular that may occur due to any change in the Group's expectations or to reflect events or circumstances after the date of this Circular.

WARNING: The contents of this Circular have not been reviewed by any regulatory authority in the United Kingdom, the United States or any other jurisdiction. You are advised to exercise caution. If you are in any doubt about any of the contents of this Circular, you should obtain independent professional advice.

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EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Record Time for entitlement to Interim Dividend	**6.00 p.m. on Friday 19 May 2017**
Latest time and date for receipt of Forms of Proxy and CREST proxy instructions for the General Meeting	**10.30 a.m. on Monday 5 June 2017**
General Meeting	**10.30 a.m. on Wednesday 7 June 2017**
Expected date by which the DRIP will operate on the Existing Ordinary Shares by reference to the Interim Dividend payable on 19 June 2017	**Monday 19 June 2017**
Payment of Interim Dividend	**Monday 19 June 2017**
Latest time and date for dealings in Existing Ordinary Shares	**4.30 p.m. on Monday 26 June 2017**
Cancellation of trading in Existing Ordinary Shares	**4.30 p.m. on Monday 26 June 2017**
Record Time for entitlement to the Special Dividend and for the Share Consolidation. Share register of Existing Ordinary Shares closed and Existing Ordinary Shares disabled in CREST	**6.00 p.m. on Monday 26 June 2017**
Admission of New Ordinary Shares to the Official List and to trading on the London Stock Exchange's main market for listed securities and commencement of dealings in New Ordinary Shares	**By or as soon as practicable after 8.00 a.m. on Tuesday 27 June 2017**
CREST accounts credited with New Ordinary Shares	**By or as soon as practicable after 8.00 a.m. on Tuesday 27 June 2017**
Special Dividend and fractional entitlement payments issued by cheque, BACS or by way of a CREST credit	**Monday 17 July 2017**
Despatch of share certificates in respect of New Ordinary Shares	**Monday 17 July 2017**
Expected date by which the DRIP will operate by reference to the Special Dividend	**Monday 17 July 2017**

Notes

All time references in this Circular are to London, UK time.

These dates are given on the basis of the Board's current expectations and are subject to change. If any of the above times and/or dates change, the revised times and/or dates will be notified to Shareholders by announcement through a Regulatory Information Service and will be available on the Company's website at www.compass-group.com.

All events in the timetable following the General Meeting (other than for the expected time and date by which the DRIP will operate on the Existing Ordinary Shares by reference to the Interim Dividend and the payment of the Interim Dividend) are conditional upon approval of Resolution 1 in the Notice of General Meeting. All events in the timetable from Admission of the New Ordinary Shares are also conditional upon Admission occurring.

Shareholder Helpline

If Shareholders have any questions about the Shareholder Return or any of the matters set out in the Circular, please call the Shareholder Helpline on 0800 280 2545 (from inside the United Kingdom) or +44 333 300 1568 (if calling from outside of the United Kingdom) between 9.00 a.m. and 5.30 p.m. Monday to Friday (except UK public holidays). Calls to the Shareholder Helpline are free of charge from a BT landline. Costs for calls from mobile telephones and other network providers may vary. Calls to the Shareholder Helpline from outside the United Kingdom will be charged at the applicable international rates. Please note that calls may be recorded and monitored for security and training purposes. For legal reasons, the Shareholder Helpline will be unable to give advice on the merits of the Shareholder Return or to provide financial, investment or tax advice.

PART I—LETTER FROM THE CHAIRMAN

Compass Group PLC

Directors:

PS Walsh, *Chairman*
RJ Cousins, *Group Chief Executive*
JD Thomson, *Group Finance Director*
GR Green, *Chief Operating Officer, North America*
DW Blakemore, *Chief Operating Officer, Europe*
Mrs CA Arrowsmith, *Non-Executive Director*
JG Bason, *Non-Executive Director*
S Bomhard, *Non-Executive Director*
DA Robert, *Senior Independent Non-Executive Director*
N Silva, *Non-Executive Director*
Mrs I Vittal, *Non-Executive Director*

Registered Office

Compass House
Guildford Street
Chertsey
Surrey
KT16 9BQ
United Kingdom
(Registered in England and Wales with number 4083914)

15 May 2017

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

Dear Shareholder,

PROPOSED SHAREHOLDER RETURN BY WAY OF SPECIAL DIVIDEND WITH SHARE CONSOLIDATION

1. Background to, and reasons for, the Shareholder Return by way of special dividend

On 10 May 2017, the Company announced that it proposed, subject to Shareholder approval, to return 61 pence per Existing Ordinary Share, which is equivalent to approximately £1 billion in aggregate, to Shareholders by way of a Special Dividend with a Share Consolidation. I am writing to you to provide further details of this proposal. The purpose of this Circular is to explain, and to seek Shareholder approval for, the Shareholder Return by way of Special Dividend and Share Consolidation.

If the Shareholder Return is approved at the General Meeting, Shareholders on the register at 6.00 p.m. on Monday 26 June 2017 will receive payment of 61 pence per Existing Ordinary Share on Monday 17 July 2017.

On 10 May 2017, the Company announced an interim dividend for the half year ended 31 March 2017 of 11.2 pence per Existing Ordinary Share, amounting to approximately £184 million in aggregate. The Company intends to pay this Interim Dividend of 11.2 per Ordinary Share on Monday 19 June 2017 to Shareholders on the register at 6.00 p.m. on Friday 19 May 2017. Shareholders electing to participate in the Company's DRIP in respect of the Interim Dividend will be eligible for participation in the Special Dividend in respect of the Existing Ordinary Shares acquired by them under the DRIP. The DRIP will also operate in respect of the Special Dividend for those Shareholders with valid DRIP mandates at 6.00 p.m. on Monday 26 June 2017.

Compass Group PLC is a global market leader in providing food and support services. The Company's consistent growth and strong cash generation has allowed it to return cash to Shareholders through a progressive dividend policy, supplemented by both the approximately £1 billion return of cash completed in July 2014 and share buybacks totalling approximately £1.5 billion since November 2011.

The Board expects that as a result of our consistent organic revenue growth, continued operating efficiencies and strong cash generation, the Group's balance sheet leverage, measured by the ratio of net debt to EBITDA, will fall below 1.5x in 2017 and in future years. If this were to happen, the Group's leverage would fall below our stated policy of maintaining strong investment grade credit ratings by targeting a ratio of net debt to EBITDA around 1.5x and our capital structure would become increasingly inefficient.

The Board therefore believes that it is appropriate to return approximately £1 billion of cash to Shareholders by way of the proposed Shareholder Return. The Board, which has received financial advice from Rothschild, has taken full account of the Group's development plans and access to funding in reaching its decision that this is an appropriate amount to return to Shareholders.

The Company recently entered into a new £1 billion committed bank facility to ensure sufficient funds are available for the Shareholder Return; this facility matures on 31 December 2018 and the Company currently plans to refinance this with longer dated debt in the bank and/or debt capital markets in due course.

Following approval by Shareholders and the completion of the Shareholder Return, the Company intends to keep under review the appropriateness of continuing with its share buyback programme. Furthermore, the Company remains committed to growing the ordinary dividend broadly in line with constant currency earnings.

For the reasons explained in this letter, it is proposed that the Special Dividend will be accompanied by a 25 for 26 consolidation of the Company's ordinary share capital. The purpose of this letter is to provide further details of the Shareholder Return and to seek Shareholders' consent to it. This Circular also seeks to renew Shareholder authorities to enable the Directors to allot New Ordinary Shares and to waive pre-emption rights, and enable the Company to make market purchases of its New Ordinary Shares.

2. SHARE CONSOLIDATION

The Shareholder Return is intended to result in the payment to Shareholders of approximately £1 billion of cash by the Company from its balance sheet, based on the number of Existing Ordinary Shares in issue on Tuesday 9 May 2017, being the last practicable date before the announcement of the Shareholder Return. It is anticipated that there would, without a consolidation of the Company's share capital, be a decrease in the market price for Ordinary Shares in the Company.

In order to maintain (subject to normal market fluctuations) the market price for Ordinary Shares at approximately the same level as prevailed immediately prior to the implementation of the Special Dividend, a proportional consolidation of the Company's share capital is also proposed. Shareholders will receive 25 New Ordinary Shares in substitution for every 26 Existing Ordinary Shares held at the Record Time. The ratio used for the Share Consolidation has been set by reference to the closing middle-market price of 1595.00 pence per Existing Ordinary Share on Tuesday 9 May 2017 (the last practicable date before the announcement of the Shareholder Return). Fractional entitlements to New Ordinary Shares arising from the Share Consolidation will be aggregated and sold in the market on behalf of the relevant Shareholders. Further details of the proposed Share Consolidation are contained in paragraphs 3 and 4 of Part II of this Circular.

Application will be made to the UK Listing Authority and the London Stock Exchange, respectively, for the New Ordinary Shares resulting from the proposed Share Consolidation to be admitted to the Official List and to trading on the London Stock Exchange's main market for listed securities in place of the Existing Ordinary Shares. The New Ordinary Shares will be equivalent in all material respects to the Existing Ordinary Shares, including their dividend, voting and other rights. It is expected that the New Ordinary Shares will be admitted to listing on the Official List and to trading on the main market of the London Stock Exchange by or as soon as practicable after 8.00 a.m. on Tuesday 27 June 2017.

It is expected that, following the Share Consolidation, and assuming no further shares are issued or repurchased between Friday 12 May 2017 (being the last practicable date prior to the publication of this Circular) and the Share Consolidation becoming effective, the Company's issued share capital will consist of 1,589,736,625 New Ordinary Shares of 11 1/20 pence each.

Existing Ordinary Shares received by Shareholders electing to participate in the Company's DRIP in respect of the Interim Dividend will be eligible for participation in the Special Dividend in respect of the Existing Ordinary Shares acquired by them under the DRIP.

3. GENERAL MEETING AND SUMMARY OF RESOLUTIONS

In order to comply with applicable companies' legislation and the Listing Rules, the Special Dividend and Share Consolidation and certain related matters require the approval of Shareholders at a general meeting of the Company, to be held at **10.30 a.m. on Wednesday 7 June 2017 in the Churchill Suite at the Rugby Football Union, Rugby House, Twickenham Stadium, 200 Whitton Road, Twickenham, Middlesex, TW2 7BA**. A notice convening the General Meeting is set out at the end of this Circular in Part V and an explanation of the proposed Resolutions is set out in paragraph 14 of Part II.

Five resolutions will be proposed at the General Meeting as follows:

- Resolution 1 authorises both the Special Dividend and the Share Consolidation together;
- Resolution 2 is required to give the Directors general authority to allot shares in the Company in respect of the New Ordinary Shares;

- Resolutions 3 and 4 are required to empower the Directors' to allot New Ordinary Shares under the authority conferred under Resolution 2 on a non-pre-emptive basis; and
- Resolution 5 is required to empower the Directors to make market purchases of New Ordinary Shares in the Company.

Resolution 1 is conditional upon Admission. Resolutions 2 to 5 are each conditional on the passing of Resolution 1 and upon Admission and Resolutions 3 and 4 are also conditional on the passing of Resolution 2. Resolutions 2 to 5 replace the authorities granted by Shareholders over Existing Ordinary Shares on 2 February 2017 in order to apply equivalent authorities to the New Ordinary Shares.

4. TAX

A guide to certain taxation consequences of the Shareholder Return for certain categories of UK resident Shareholders, and certain US Shareholders, is set out in Part III of this Circular. As more particularly set out in that Part the Directors have been advised that:

- the tax treatment of the UK resident Shareholders who receive the Special Dividend will be the same as the tax treatment of such holders receiving any other dividend paid by the Company;
- UK resident Shareholders should not generally be treated as having made a disposal of their Existing Ordinary Shares for the purposes of UK taxation of chargeable gains as a result of the Share Consolidation;
- the tax treatment of US Holders who receive the Special Dividend will generally be the same as the tax treatment of such holders receiving any other dividend paid by the Company; and
- US Holders should not generally be treated as having made a disposal of their Existing Ordinary Shares for the purposes of US federal taxation, other than in relation to fractional entitlements.

Any Shareholder who receives the Special Dividend and/or the proceeds from the sale of fractions of New Ordinary Shares arising on the Share Consolidation and whose proceeds are (a) paid to an account maintained in the United States, and (b) despatched to such shareholder at an address in the United States, may be subject to United States information reporting and backup withholding and is referred to the summary of certain aspects of the United States information reporting and backup withholding rules set out in paragraph 2 of Part III of this Circular.

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

5. COMPASS GROUP EMPLOYEE SHARE SCHEMES

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

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

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

Further details of the implications of the Shareholder Return on options and awards that have been made under the Compass Group Employee Share Schemes are set out in paragraph 12 of Part II of this Circular.

6. ACTION TO BE TAKEN

You will find enclosed with this Circular and Notice of General Meeting a Form of Proxy for use at the General Meeting. Whether or not you propose to attend the General Meeting, you are requested to complete and sign the enclosed Form of Proxy. Completed Forms of Proxy should be returned to Capita Asset Services, PXS 1, 34 Beckenham Road, Beckenham, Kent, BR3 4ZF, United Kingdom, so as to arrive as soon as possible, and in any event so as to be received by Capita Asset Services no later than 10.30 a.m. on Monday 5 June 2017. A pre-paid envelope is enclosed for your convenience.

If you hold shares in CREST, you may appoint a proxy by completing and transmitting a CREST Proxy Instruction to Capita Asset Services (CREST participant ID number RA10) so that it is received by no later than 10.30 a.m. on Monday 5 June 2017.

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

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

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

7. FURTHER INFORMATION

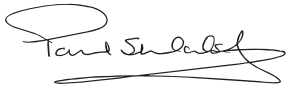
The expected timetable of principal events for the Shareholder Return is set out on page 5 of this Circular. Further information regarding the terms of the Shareholder Return is set out in Part II of this Circular. **Shareholders are advised to read the whole of this Circular and not merely rely on the summarised information set out in this letter or the Additional Information in Part II**.

Rothschild has given, and not withdrawn, its written consent to the issue of this Circular with the inclusion of the references to its name being included in the form and context in which they appear.

8. RECOMMENDATION TO SHAREHOLDERS

The Board, who have received financial advice from Rothschild, consider that the Resolutions to be proposed at the General Meeting (as set out in the Notice of General Meeting in Part V of this Circular) which give effect to the Shareholder Return are in the best interests of the Shareholders of Compass Group PLC as a whole. In providing financial advice to the Board, Rothschild has relied upon the Board's commercial assessment of the Shareholder Return. Accordingly, the Board unanimously recommends that you vote in favour of all the Resolutions, as each Director intends to do in respect of their own beneficial holdings over which they have voting control in their personal capacity, amounting in aggregate to 1,613,462 Existing Ordinary Shares, representing approximately 0.0981 per cent. of the total issued share capital of the Company (excluding treasury shares) as at Friday 12 May 2017 (being the last practicable date prior to the publication of this Circular).

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



Paul Walsh
Chairman

PART II—ADDITIONAL INFORMATION AND EXPLANATIONS OF THE RESOLUTIONS

To help Shareholders to understand what is involved in the Shareholder Return, the following sets out some frequently asked questions and provides brief responses, together with an explanation of the Resolutions to be proposed at the General Meeting. Shareholders should carefully read both the questions and answers below and the document as a whole. In the event of any inconsistency between the contents of this Part II and the contents of Part I and Part V of this Circular, the contents of Part I and Part V of this Circular shall prevail.

1. WHAT IS BEING PROPOSED?

The Company proposes, conditional on Shareholder approval of Resolution 1 and upon Admission occurring, to pay a Special Dividend of 61 pence per Existing Ordinary Share to Shareholders on the register at 6.00 p.m. on Monday 26 June 2017 as an interim dividend for the financial year ending 30 September 2017 and to implement the Share Consolidation.

The effect of the Share Consolidation will be that Shareholders on the register at the close of business at the Record Time will, on completion of the Share Consolidation, receive:

25 New Ordinary Shares for 26 Existing Ordinary Shares

and in that proportion for any other number of Existing Ordinary Shares then held.

The Special Dividend is expected to be paid to Shareholders on Monday 17 July 2017. Shareholders will be able to elect to receive the Special Dividend in cash or to participate in the Company's DRIP whereby cash dividends will be used to purchase additional New Ordinary Shares.

In order for an eligible Shareholder to participate in the DRIP for the Special Dividend, a completed application form must be received by the Registrar by 6.00 p.m. on Monday 26 June 2017. Conversely, any Shareholder who is currently a participant in the DRIP but who does not wish his/her Special Dividend to be reinvested in additional New Ordinary Shares, should notify the Registrar to revoke his/her participation after Tuesday 25 May 2017 and no later than 6.00 p.m. on Monday 26 June 2017, to ensure that this instruction is implemented. Such revocation will apply to the participation in future DRIPs until such time as a new DRIP election is received.

2. WHY IS THE SPECIAL DIVIDEND BEING PROPOSED?

The Board expects that as a result of the Group's consistent organic revenue growth, continued operating efficiencies and strong cash generation, the Group's balance sheet leverage, measured by the ratio of net debt to EBITDA, will fall below 1.5x in 2017 and in future years. If this were to happen, the Group's leverage would fall below the Group's stated policy of maintaining strong investment grade credit ratings by targeting a ratio of net debt to EBITDA around 1.5x and the Group's capital structure would become increasingly inefficient.

The Board therefore believes it is appropriate to return approximately £1 billion of cash to Shareholders by way of the proposed Shareholder Return. The Board, which has received financial advice from Rothschild, has taken full account of the Group's development plans and access to funding in reaching its decision that this is an appropriate amount to return to Shareholders.

Accordingly, the Directors recommend a one-off return to Shareholders of approximately £1 billion, structured as a Special Dividend of 61 pence per Existing Ordinary Share and an associated consolidation of Existing Ordinary Shares on the basis of 25 New Ordinary Shares for every 26 Existing Ordinary Shares. If Shareholders approve Resolution 1, the Special Dividend will be paid (subject to Admission) on Monday 17 July 2017 to those Shareholders on the register at 6.00 p.m. on Monday 26 June 2017, with an ex-dividend date of Tuesday 27 June 2017.

3. WHY IS A SHARE CONSOLIDATION PROPOSED?

Under the proposed Share Consolidation, the Existing Ordinary Shares will be sub-divided and consolidated so that Shareholders will receive 25 New Ordinary Shares for every 26 Existing Ordinary Shares held at the Record Time. The nominal value of each New Ordinary Share will be 11 1/20 pence.

In line with normal market practice when an amount representing a significant proportion of the market capitalisation of a company is returned to shareholders, the Directors recommend that the Special Dividend is

combined with the Share Consolidation. This is because it is anticipated that there would, without a consolidation of the Company's share capital, be a decrease in the market price of each Ordinary Share. Therefore, the intention is that, subject to normal market fluctuations, the market price of one New Ordinary Share immediately after Admission should be approximately equal to the market price of one Existing Ordinary Share immediately beforehand.

The ratio used for the Share Consolidation has been set by reference to the closing middle-market price of 1595 pence per Existing Ordinary Share and the number of Existing Ordinary Shares in issue on Tuesday 9 May 2017 (being the last practicable date prior to the announcement of the Shareholder Return). The effect of the Share Consolidation is to reduce the number of Ordinary Shares in issue to reflect the return of 61 pence per Existing Ordinary Share to be returned to Shareholders pursuant to the Special Dividend. However, Shareholders will own the same proportion of the Company as they did beforehand, subject to fractional entitlements and to any dilution as a result of issues of New Ordinary Shares under the Compass Group Share Award Plans. Although the New Ordinary Shares will have a different nominal value, they will carry the same rights as currently attach to Existing Ordinary Shares under the Articles of Association of the Company.

In order to ensure that a whole number of New Ordinary Shares is created following the implementation of the Share Consolidation, it is proposed that the Company will purchase a small number of Existing Ordinary Shares from the market which will be cancelled and/or held as Treasury Shares (as necessary) in advance of the Record Time and prior to the Share Consolidation becoming effective.

It is expected that, following the Share Consolidation, and assuming no further shares are issued or repurchased between Friday 12 May 2017 (being the last practicable date prior to publication of this Circular) and the Share Consolidation becoming effective, the Company's issued share capital will consist of approximately 1,589,736,625 New Ordinary Shares (including 8,612,325 Treasury Shares), ignoring any shares issued under the Compass Group Share Award Plans on or after Tuesday 9 May 2017 (being the last practicable date prior to the announcement of the Shareholder Return).

4. WHAT HAPPENS TO MY EXISTING ORDINARY SHARES?

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

Accordingly, for every 26 Existing Ordinary Shares that a shareholder owns at 6.00 p.m. on Monday 26 June 2017, that shareholder will receive 25 New Ordinary Shares. If the Special Dividend were to take place but there was no Share Consolidation, the market price for an Ordinary Share would be likely to fall by an amount commensurate with the amount of cash paid by way of the Special Dividend (subject to normal market fluctuations) because the Company would no longer have the cash which is being returned to Shareholders. The intention of the Share Consolidation is to ensure that the price of each New Ordinary Share immediately after Admission should be approximately equal to the price of each Existing Ordinary Share immediately prior to the Share Consolidation, save in respect of fractional entitlements and subject to normal market fluctuations.

Although following the Share Consolidation each Shareholder will hold fewer New Ordinary Shares than the number of Existing Ordinary Shares held before, each Shareholder's shareholding as a proportion of the total number of New Ordinary Shares in the capital of the Company in issue will be the same before and immediately after the Share Consolidation, save in respect of fractional entitlements. Although the New Ordinary Shares will have a different nominal value, they will carry the same rights as currently attach to Existing Ordinary Shares under the Articles of Association.

Shareholders who hold fewer than 26 Existing Ordinary Shares will still have their shareholding consolidated and their shareholding will be dealt with in accordance with the procedure for fractional entitlements to New Ordinary Shares described in paragraph 5 of this Part II.

For purely illustrative purposes, examples of the effect of the Shareholder Return in respect of certain holdings of Existing Ordinary Shares are set out below:

Number of Existing Ordinary Shares	Number of New Ordinary Shares	Fractional entitlement*	Special Dividend £
100	96	4/26	61.00
250	240	10/26	152.50
500	480	20/26	305.00

* the fractional entitlement represents the fraction of a New Ordinary Share which will be dealt with in accordance with the procedure for fractional entitlements to New Ordinary Shares described in paragraph 5 of this Part II

Following the Share Consolidation becoming effective, and assuming no further shares are issued or repurchased between Friday 12 May 2017 (being the last practicable date prior to publication of this Circular) and the Share Consolidation becoming effective, it is expected that the Company's issued ordinary share capital will comprise 1,589,736,625 New Ordinary Shares. No change in the aggregate nominal value of the Company's issued share capital will occur, it will still be approximately £175,665,897.

If the Share Consolidation is approved, trading in New Ordinary Shares on the main market of the London Stock Exchange is expected to commence as soon as practicable after 8.00 a.m. on Tuesday 27 June 2017.

Shareholders' present dividend payment mandates, unless revoked or amended, will be deemed to be valid for the Special Dividend and any future dividends from the Company in respect of the New Ordinary Shares.

To be approved, the Special Dividend and Share Consolidation requires a majority in number of Shareholders present and voting at the Meeting (in person or by proxy) to vote in favour. If Shareholders do not approve the Special Dividend and Share Consolidation then the Special Dividend will not be paid. The Directors consider that the Special Dividend should be combined with the Share Consolidation to maintain the comparability of the share price before and after the payment of the Special Dividend. The Directors have therefore recommended approval of the Special Dividend conditional upon the Share Consolidation taking place.

5. WHAT IF THE NUMBER OF EXISTING ORDINARY SHARES I HOLD AT THE RECORD TIME DOES NOT DIVIDE EXACTLY BY 26?

If a holding of Existing Ordinary Shares at the Record Time (6.00 p.m. on Monday 26 June 2017) does not divide exactly by 26 a Shareholder will be left with a fractional entitlement to a New Ordinary Share following the Share Consolidation. So, for example, a Shareholder holding 500 Existing Ordinary Shares would, after the Share Consolidation, be entitled to 480 New Ordinary Shares and a fractional entitlement to 20/26 of a New Ordinary Share. By contrast, a Shareholder holding 520 Existing Ordinary Shares would, after the Share Consolidation, be entitled to 500 New Ordinary Shares and no fractional entitlement.

Shareholders will only receive a whole number of New Ordinary Shares. Fractional entitlements arising from the Share Consolidation will be aggregated and sold in the market on behalf of the relevant Shareholders. It is expected that Shareholders will be sent a cheque for their proportion of the sale proceeds (net of expenses) that relate to any fractional entitlements on Monday 17 July 2017 (or CREST members will have their CREST accounts credited with the sale proceeds that relate to any fractional entitlements on Monday 17 July 2017).

6. WHAT HAPPENS TO MY SHARE CERTIFICATES?

If a Shareholder currently holds Existing Ordinary Shares in certificated form, they will be issued with a new share certificate in respect of their New Ordinary Shares which will be sent to Shareholders, **at their own risk**, on Monday 17 July 2017 to the registered address of that holder, or, in the case of joint holders, to the one whose name appears first in the register of members. To reduce this risk, Shareholders should make every effort to ensure that Capita Asset Services holds their current address. Following the issue of New Ordinary Shares, any existing share certificate(s) will be invalid and will become worthless. If you hold certificate(s) in respect of your Existing Ordinary Shares, you should retain them for the time being until New Ordinary Share certificates are despatched and then the certificates in respect of any Existing Ordinary Shares should be destroyed.

7. WHAT HAPPENS TO MY CREST ACCOUNT?

If you currently hold Existing Ordinary Shares in uncertificated form, your CREST account will be automatically credited with New Ordinary Shares as soon as practicable after 8.00 a.m. on Tuesday 27 June 2017 under ISIN GB00BD6K4575.

8. WHAT IF I SELL OR HAVE SOLD OR TRANSFERRED ALL OR SOME OF MY EXISTING ORDINARY SHARES?

If you sell or have sold or otherwise transferred all of your Existing Ordinary Shares at any time prior to the Record Time (6.00 p.m. on Monday 26 June 2017), please forward this Circular, together with the accompanying documents (but not any personalised Form of Proxy), at once to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected, for delivery to the purchaser or

transferee. However, such documents should not be forwarded to or sent into or within any jurisdiction in which to do so would constitute a breach of the relevant laws of such jurisdiction. If you sell or have sold or otherwise transferred part only of your holding of Existing Ordinary Shares, please consult the bank, stockbroker or other agent through whom the sale or transfer was effected.

9. CAN I TRADE MY NEW ORDINARY SHARES?

Subject to Admission, New Ordinary Shares will be traded on the London Stock Exchange's main market for listed securities and will be equivalent in all material respects (including as to the right to transfer) to Existing Ordinary Shares, other than in respect of their nominal value. It is expected that dealings in Existing Ordinary Shares will continue until 4.30 p.m. on Monday 26 June 2017 and that Admission of the New Ordinary Shares will become effective and dealings in them will commence on the London Stock Exchange by or as soon as practicable after 8.00 a.m. on Tuesday 27 June 2017 meaning there should not be any period when Shareholders cannot trade either Existing Ordinary Shares or New Ordinary Shares on the London Stock Exchange's main market for listed securities.

In the case of Existing Ordinary Shares held in certificated form, no further transfers of Existing Ordinary Shares will be able to be made from 4.30 p.m. on Monday 26 June 2017. The register of members will be closed, and the registration of uncertificated holdings in respect of Existing Ordinary Shares will be disabled in CREST, at the Record Time (6.00 p.m. on Monday 26 June 2017).

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

It is expected that dealings and settlement within the CREST system of the Existing Ordinary Shares will continue until 6.00 p.m. on Monday 26 June 2017 when the registration of uncertificated holdings in respect of Existing Ordinary Shares will be disabled in CREST.

10. IS THERE A MEETING TO APPROVE THE SHAREHOLDER RETURN?

As the Shareholder Return requires the approval of Shareholders, a general meeting of the Company has been convened for 10.30 a.m. on Wednesday 7 June 2017 in the Churchill Suite at the Rugby Football Union, Rugby House, Twickenham Stadium, 200 Whitton Road, Twickenham, Middlesex, TW2 7BA. Summary explanations of each of the Resolutions are set out at paragraph 14 below. Resolutions 3, 4 and 5 being proposed at the General Meeting will require a majority of 75 per cent. or more of the votes cast to be in favour in order to be passed. Resolutions 1 and 2 being proposed at the General Meeting will require more than 50 per cent. of the votes cast to be in favour in order to be passed. The Shareholder Return is conditional on the approval by Shareholders of Resolution 1 to be proposed at the General Meeting and on Admission.

11. HOW DO I VOTE AT THE GENERAL MEETING?

All Shareholders are entitled to attend and vote at the General Meeting, but are not obliged to do so. If you choose not to attend, we would encourage you to exercise your right to vote at the meeting by signing and returning the enclosed Form of Proxy so that it is received by the Company's Registrars, Capita Asset Services, by no later than 10.30 a.m. on Monday 5 June 2017.

Online voting for Shareholders that have registered for electronic communication

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

Online voting for Shareholders that have NOT registered for electronic communication

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

CREST members

If you hold your Existing Ordinary Shares in CREST, you may appoint a proxy by completing and transmitting a CREST Proxy Instruction to Capita Asset Services under participant ID RA10 so that it is received by no later than 10.30 a.m. on Monday 5 June 2017.

12. WHAT IS THE IMPACT ON COMPASS GROUP EMPLOYEE SHARE SCHEMES?

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

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

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

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

As at Friday 12 May 2017, (being the last practicable date prior to publication of this Circular), the total number of options and awards under the Compass Group Share Award Plans outstanding to subscribe for Existing Ordinary Shares was 10,096,739. In aggregate, these outstanding options and awards represented approximately 0.61 per cent. of the issued Existing Ordinary Share capital (excluding Treasury Shares). Following the Shareholder Return, and assuming no further shares are issued or repurchased or options or awards granted between Friday 12 May 2017 and the Share Consolidation becoming effective, the outstanding options and awards will represent approximately 0.64 per cent. of the issued New Ordinary Share capital of the Company (excluding Treasury Shares).

Shares held by employee benefit trusts

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

13. HOW WILL THE DRIP OPERATE?

Existing Ordinary Shares received by Shareholders electing to participate in the Company's DRIP in respect of the Interim Dividend will be eligible for participation in the Special Dividend in respect of the Existing Ordinary Shares acquired by them under the DRIP. The DRIP will also operate in respect of the Special Dividend for those Shareholders with valid DRIP mandates at 6.00 p.m. on Monday 26 June 2017.

Shareholders will be able to elect to receive the Special Dividend in cash or to participate in the Company's DRIP whereby cash dividends will be used to purchase additional New Ordinary Shares.

In order for an eligible Shareholder to participate in the DRIP for the Special Dividend, a completed application form must be received by the Registrar by 6.00 p.m. on Monday 26 June 2017. Conversely, any Shareholder

who is currently a participant in the DRIP but who does not wish his/her Special Dividend to be reinvested in additional New Ordinary Shares, should notify the Registrar to revoke his/her participation after Tuesday 25 May 2017 and no later than 6.00 p.m. on Monday 26 June 2017, to ensure that this instruction is implemented. Such revocation will apply to the participation in future DRIPs until such time as a new DRIP election is received.

14. WHAT IS THE EFFECT OF THE RESOLUTIONS?

In order to comply with applicable companies' legislation, implementation of the Share Consolidation requires the approval of Shareholders at a general meeting of the Company. Accordingly, there is set out at the end of this Circular at Part V a notice convening the General Meeting to be held at 10.30 a.m. on Wednesday 7 June 2017 in the Churchill Suite at the Rugby Football Union, Rugby House, Twickenham Stadium, 200 Whitton Road, Twickenham, Middlesex, TW2 7BA.

Five Resolutions will be proposed at the General Meeting. Resolutions 1 and 2 will be proposed as ordinary resolutions (the passing of which requires more than 50 per cent. of the votes cast (whether in person or by proxy) to be in favour). Resolutions 3, 4 and 5 will be proposed as special resolutions (the passing of which requires at least 75 per cent. of the votes cast (whether in person or by proxy) to be in favour). Resolution 1 is required for the implementation of the Shareholder Return and is proposed as one resolution. Resolutions 2, 3, 4 and 5 replace the normal shareholder authorities that were granted by Shareholders at the Company's last annual general meeting held on 2 February 2017 and reflect the new share capital structure of the Company that will be in place following the Share Consolidation becoming effective.

Resolution 1 (Special Dividend and Share Consolidation)

Resolution 1.1 (*Special Dividend*) seeks Shareholder approval for payment of the Special Dividend. Resolution 1.2 *(Share Consolidation)* seeks Shareholder approval for the Share Consolidation, whereby Existing Ordinary Shares will be consolidated into a smaller number of New Ordinary Shares. The Share Consolidation will reduce proportionately the number of shares in the Company that all Shareholders hold. Fractional entitlements arising from the Share Consolidation will be aggregated and sold in the market on behalf of the relevant Shareholders as soon as practicable following Admission.

Resolutions 1.1 and 1.2 are to be proposed as one ordinary resolution and are conditional upon Admission occurring by or as soon as practicable after 8.00 a.m. on the Admission Date (or such later date or time as the Directors may determine in their absolute discretion). If Resolution 1 is not passed, the Special Dividend and Share Consolidation will not take place.

If Shareholders approve the Special Dividend and associated Share Consolidation, the Directors intend that, subject to Admission, the Special Dividend will be paid on Monday 17 July 2017 to those Shareholders on the register at 6.00 p.m. on Monday 26 June 2017. The payment date of any amounts representing fractional entitlements would be Monday 17 July 2017 (the same date as payment of the Special Dividend). CREST members would have their CREST accounts credited with the sale proceeds that relate to any fractional entitlements on Monday 17 July 2017.

Resolution 2 (Directors' authority to allot New Ordinary Shares)

Resolutions 2 to 5 seek to grant the Directors the equivalent authorities over New Ordinary Shares following the Share Consolidation (if approved) as were granted at the Company's last annual general meeting on 2 February 2017 over the Existing Ordinary Shares and would replace each such authority.

Resolution 2.1 seeks to grant the Directors authority to allot, pursuant to Article 12 of the Company's Articles of Association and section 551 of the Companies Act 2006, relevant securities up to a maximum nominal amount of £58,012,500. This is expected to represent approximately 525,000,000 New Ordinary Shares which is approximately one third of the Company's expected issued New Ordinary Share capital (excluding treasury shares) immediately following Admission. The authority would, unless previously renewed, revoked or varied by Shareholders, remain in force up to the conclusion of the 2018 annual general meeting, or 6 September 2018, whichever is earlier.

In accordance with the Investment Association Share Capital Management Guidelines (the "**Guidelines**"), Resolution 2.2 seeks to grant the Directors authority to allot approximately a further one third of the Company's expected issued New Ordinary Share capital (excluding treasury shares) immediately following Admission, in connection with a rights issue in favour of ordinary Shareholders with a maximum nominal amount of £58,012,500 (representing 525,000,000 New Ordinary Shares). Such additional authority will be valid until the conclusion of the 2018 annual general meeting.

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 UK Corporate Governance Code, notwithstanding the provisions set out in the Guidelines.

The total authorisation sought by Resolution 2 is equal to approximately two thirds of the expected issued New Ordinary Share capital of the Company (excluding Treasury Shares), immediately following Admission.

Resolution 2 is proposed as an ordinary resolution and is conditional upon the passing of Resolution 1 and Admission occurring by or as soon as practicable after 8.00 a.m. on Tuesday 27 June 2017 (or such later time and/or date as the Directors may in their absolute discretion determine).

Resolutions 3 and 4—Disapplication of Pre-Emption Rights

If the Company issues new shares, or sells Treasury Shares, for cash (other than in connection with an employee equity incentive 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 New Ordinary Shares for cash without offering them to existing Shareholders pursuant to Article 13 of the Company's Articles of Association and section 561 of the Companies Act 2006.

Resolutions 3 and 4 are conditional upon the passing of Resolutions 1 and 2 and on Admission occurring by or as soon as practicable after 8.00 a.m. on Tuesday 27 June 2017 (or such later time and/or date as the Directors may in their absolute discretion determine).

In 2015, 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**"). The Principles state that a general authority to issue, non-pre-emptively for cash, equity securities representing no more than 5 per cent. of a listed company's issued ordinary share capital is likely to be supported provided that it lasts no more than 15 months or until the next annual general meeting (whichever is the shorter period).

Subject to the passing of Resolutions 1 and 2, Resolution 3 seeks to replace the authority conferred on the Directors at the last annual general meeting held on 2 February 2017 and grant them authority to allot New Ordinary Shares (instead of Existing Ordinary Shares), or grant rights to subscribe for, or convert securities into, New Ordinary Shares or sell Treasury Shares for cash (other than pursuant to an employee equity incentive scheme) up to an aggregate nominal value of approximately 5 per cent. of the Company's expected New Ordinary Share capital following Admission (representing approximately 79,000,000 New Ordinary Shares) without the application of pre-emption rights pursuant to Article 13 of the Company's Articles of Association and section 561 of the Companies Act 2006. This is equivalent to approximately 5 per cent. of the Company's Existing Ordinary Share capital as at 12 May 2017 (being the last practicable date prior to publication of this Circular). Other than in connection with a rights, scrip dividend, or other similar issue, the authority contained in Resolution 3 would be limited to a maximum nominal amount of £8,729,500 of the Company's expected New Ordinary Share capital following Admission.

The Principles further state that a disapplication of pre-emption rights by a listed company in respect of an additional 5 per cent. of the issued share capital of such a listed company is likely to be supported, so long as the additional authority is to be used in connection with an acquisition or specified capital investment which is announced contemporaneously with the issue, or has taken place in the preceding six-month period and is disclosed in the announcement of the issue, and lasts no more than 15 months or until the next annual general meeting (whichever is the shorter period).

Subject to the passing of Resolutions 1 and 2, Resolution 4 seeks to replace the authority conferred on the Directors at the last annual general meeting held on 2 February 2017 and grant them authority to allot New Ordinary Shares (instead of Existing Ordinary Shares), or grant rights to subscribe for, or convert securities into, New Ordinary Shares or sell Treasury Shares for cash (other than pursuant to an employee equity incentive scheme) up to an aggregate nominal value of approximately 5 per cent. of the Company's expected New Ordinary Share capital following Admission (representing approximately 79,000,000 New Ordinary Shares and which is equivalent to approximately 5 per cent. of the Company's Existing Ordinary Share capital as at 12 May 2017 (being the last practicable date prior to publication of this Circular) without the application of pre-emption rights pursuant to Article 13 of the Company's Articles of Association and section 561 of the Companies Act 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 Resolution 4 would be limited to a maximum nominal amount of £8,729,500 of the Company's expected New Ordinary Share capital following Admission. Resolutions 3 and 4 together represent 158,000,000 New Ordinary Shares in the capital of the Company, which is approximately 10 per cent. of the Company's expected issued New Ordinary Share capital immediately following Admission (excluding Treasury Shares). The authority would, unless previously renewed, revoked or varied by Shareholders, expire at the conclusion of the annual general meeting of the Company to be held in 2018 or on 6 September 2018, if earlier.

Save for issues of shares in respect of various employee equity incentive schemes and any share dividend alternatives, the Directors have no current plans to utilise any of the authorities sought by Resolutions 2, 3 and 4, although they consider their renewal appropriate in order to retain maximum flexibility to take advantage of business opportunities as they arise. In addition, and in line with best practice, the Company has not issued more than 7.5 per cent. of its issued ordinary 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 annual general meeting and the Board confirms its intention to follow best practice set out in the Principles which provides that usage of this authority in excess of 7.5 per cent. of the Company's issued share capital in a rolling three-year period would not take place without prior consultation with Shareholders.

Resolution 5—Purchase of own Shares

Resolution 5 is conditional upon the passing of Resolution 1 and on Admission occurring by or as soon as practicable after 8.00 a.m. on Tuesday 27 June 2017 (or such later time and/or date as the Directors may in their absolute discretion determine).

Resolution 5 authorises the Directors to make limited on market purchases of the Company's New Ordinary Shares and would replace the equivalent authority conferred upon the Directors in respect of Existing Ordinary Shares at the last annual general meeting held on 2 February 2017. The power is limited to a maximum of 158,000,000 New Ordinary Shares (just under 10 per cent. of the expected issued New Ordinary Share capital immediately following Admission, excluding Treasury Shares) and details the minimum and maximum prices that can be paid, exclusive of expenses. The authority conferred by Resolution 5 will expire at the conclusion of the Company's next annual general meeting or 18 months from the passing of this Resolution, whichever is the earlier.

The Companies Act 2006 permits the Company to cancel repurchased shares or hold repurchased shares as Treasury Shares. Treasury Shares may be cancelled, sold for cash or used for the purpose of employee equity incentive schemes. The authority to be sought by Resolution 5 is intended to apply equally to New Ordinary Shares to be held by the Company as Treasury Shares. Immediately following Admission, it is expected that there will be 8,612,325 New Ordinary Shares held in Treasury. No dividends will be paid on New Ordinary Shares which are held in Treasury and no voting rights will be attached to them. New Ordinary Shares held as Treasury Shares will normally be used to satisfy the Company's obligations under the Company's employee equity incentive schemes.

From 2 February 2017 (being the date of the Company's last annual general meeting when this authority was renewed) up to 12 May 2017 (being the last practicable date prior to the publication of this Circular), the Company repurchased 262,715 Existing Ordinary Shares for a consideration of £3,897,923 (including expenses) and subsequently cancelled such repurchased shares. The Directors intend to continue to keep the Company's share buyback programme under review and to use this authority to maintain the current flexibility.

As at Friday 12 May 2017 (being the last practicable date prior to the publication of this Circular), there were options and awards to subscribe for Existing Ordinary Shares issued by the Company outstanding over 10,096,739 Existing Ordinary Shares which represent 0.61 per cent. of the Company's issued ordinary share capital (excluding Treasury Shares) at that date. Assuming no further shares are issued or repurchased or options or awards granted between 12 May 2017 (being the last practicable date prior to the publication of this Circular) and the Share Consolidation becoming effective, if the authority to purchase the Company's New Ordinary Shares was exercised in full, these options and awards would represent 0.64 per cent. of the Company's expected issued New Ordinary Share capital (excluding Treasury Shares), immediately following Admission.

15. WHAT IS MY TAX POSITION?

A summary of certain UK tax consequences under current UK laws and HM Revenue & Customs' published practice, and a summary of certain United States tax consequences under current US tax law, of the Shareholder Return are set out in paragraphs 1 and 2 respectively of Part III below.

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

16. WHAT IF I HAVE ANY MORE QUESTIONS?

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

The Shareholder Helpline numbers are: 0800 280 2545 (from inside the UK) or +44 333 300 1568 (if calling from outside the UK). Calls to the Shareholder Helpline from a BT landline are free of charge. Costs for calls from mobile telephones and other network providers may vary. Calls to the Shareholder Helpline from outside the United Kingdom will be charged at the applicable international rates. Please note that calls may be recorded and monitored for security and training purposes. For legal reasons the Shareholder Helpline will be unable to give advice on the merits of the Shareholder Return or to provide financial, investment or taxation advice.

Shareholders are recommended to consult their own independent professional adviser.

17. WHAT ARE THE RIGHTS ATTACHING TO THE NEW ORDINARY SHARES?

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

Income

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

Capital

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

Voting

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

The New Ordinary Shares are not renounceable and will be transferable by an instrument of transfer in usual or common form. The New Ordinary Shares will be in registered form. The Company will apply for the New Ordinary Shares to be admitted to CREST with effect from Admission. Accordingly, subject to Admission, settlement of transactions in the New Ordinary Shares may take place within the CREST system in respect of general market transactions with effect from Tuesday 27 June 2017 or such later date as the New Ordinary Shares are admitted to trading.

18. WHERE ARE DOCUMENTS AVAILABLE FOR INSPECTION?

Copies of the consent letter from N M Rothschild & Sons Limited, this Circular and the Notice of Meeting will be available for inspection during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted) at both the Company's offices at Compass House, Guildford Street, Chertsey, Surrey, KT16 9BQ and at the offices of Freshfields Bruckhaus Deringer LLP, 65 Fleet Street, London, EC4Y 1HS from the date of this Circular up to and including the date of the General Meeting and for the duration of the General Meeting.

PART III—TAXATION

1. UNITED KINGDOM

The following summary is intended as a general guide only and relates to certain limited aspects of the UK taxation treatment of the Special Dividend, the related Share Consolidation and the DRIP. It is based on current UK tax laws and what is understood to be the current practice of HM Revenue and Customs ("**HMRC**"). It applies only to those Shareholders who are resident for tax purposes in the UK (except insofar as express reference is made to the treatment of non-UK residents), who are the absolute beneficial owners of their shares and any dividends paid on them, and hold them as an investment (but not through an individual savings account or self-invested personal pension). The tax position of certain categories of Shareholders who are subject to special rules (such as persons acquiring their shares in connection with employment, dealers in securities, insurance companies and collective investment schemes) is not considered.

The statements summarise the current position and are intended as a general guide only. Shareholders who are in any doubt as to their tax position or who may be subject to tax in a jurisdiction other than the UK are strongly recommended to consult their own independent advisers.

SPECIAL DIVIDEND

The Company is not required to withhold any tax when paying a dividend. Liability to tax on the Special Dividend will depend upon the individual circumstances of a Shareholder.

The tax treatment of the Shareholders who receive the Special Dividend will be the same as the tax treatment of such Shareholders receiving any other dividend paid by the Company.

Individual Shareholders within the charge to United Kingdom income tax

Since 6 April 2016 no tax credit attaches to the payment of any dividend. From 6 April 2016 new rates of tax have applied to dividends being: 0% for the first £5,000 of dividend income (the "**nil rate band**") and, otherwise, 7.5% for dividend income within the basic rate band, 32.5% for dividend income within the higher rate band and 38.1% for dividend income within the additional rate band. For these purposes, "dividend income" includes UK and non-UK source dividends and certain other distributions in respect of shares.

Individual Shareholders who are resident for tax purposes in the UK and receive the Special Dividend will not be liable to UK tax to the extent that (taking account of any other dividends received by the same Shareholder in the same tax year) that dividend falls within the nil rate band.

To the extent that (taking account of any other dividends received by the same Shareholder in the same tax year) the dividend does not fall within the nil rate band, it will be subject to income tax at 7.5%, 32.5% or 38.1% depending upon the band into which the dividend income falls. For the purposes of determining into which of the taxable bands dividend income falls, dividend income is treated as the highest part of an individual Shareholder's income. In addition, dividends within the nil rate band which would (if there was no nil rate band) have fallen within the basic or higher rate bands will use up those bands respectively for the purposes of determining whether the threshold for higher rate or additional rate income tax is exceeded.

Corporate Shareholders within the charge to United Kingdom corporation tax

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

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

UK resident exempt Shareholder no payment of tax credit

A UK resident shareholder (whether an individual or a company) who is not liable to tax on dividends from the Company (including, for example, pension funds and charities) is not entitled to any tax credit in respect of dividends paid by the Company.

Non-UK resident Shareholders

No tax credit will attach to any dividend paid by the Company. A Shareholder resident outside the UK may also be subject to non-UK taxation on dividend income under local law. A Shareholder who is resident outside the UK for tax purposes should consult his/her own tax adviser concerning their tax position on dividends received from the Company.

DIVIDEND REINVESTMENT PLAN

It is expected that for the purposes of UK taxation, Shareholders who elect to use the cash Special Dividend to buy additional shares under the DRIP will be treated as follows:

(a) an individual Shareholder, for income tax purposes, will be treated in the same manner as if he or she received the Special Dividend in cash. For capital gains tax purposes, the base cost of the additional shares acquired with the Special Dividend on the individual Shareholder's behalf should be the cost of those shares, including any dealing charges and stamp duty or stamp duty reserve tax; and

(b) a corporate Shareholder, for corporation tax purposes, will be treated in the same manner as if it received the Special Dividend in cash. For the purposes of corporation tax on chargeable gains, the base cost of the additional shares acquired with the Special Dividend on the individual Shareholder's behalf should be the cost of those shares, including any dealing charges and stamp duty or stamp duty reserve tax.

SHARE CONSOLIDATION

It is expected that for the purposes of UK taxation on chargeable gains the Share Consolidation will be treated as follows:

(a) The New Ordinary Shares of 11 1/20 pence arising from the Share Consolidation will result from a reorganisation of the share capital of the Company. Accordingly, to the extent that a Shareholder receives New Ordinary Shares, the Shareholder should not be treated as making a disposal of all or part of the Shareholder's holding of Existing Ordinary Shares by reason of the Share Consolidation being implemented, and the New Ordinary Shares which will replace a Shareholder's holding of Existing Ordinary Shares (the "**new holding**") as a result of the Share Consolidation will be treated as the same asset acquired at the same time as when the Shareholder's holding of Existing Ordinary Shares was acquired;

(b) to the extent that a Shareholder receives cash by virtue of a sale on his or her behalf of any New Ordinary Shares to which he or she has a fractional entitlement, the Shareholder will not, in practice, normally be treated as making a part disposal of the Shareholder's holding of Existing Ordinary Shares, the proceeds instead being deducted from the base cost of the Shareholder's new holding. This treatment applies where the cash received is 'small' as compared with the value of the shares in respect of which it is made. For this purpose, HMRC regards 'small' as meaning 5 per cent. or less and additionally regard an amount of £3,000 or less as 'small', regardless of whether or not it would pass the 5 per cent. test. If those proceeds were to exceed that base cost, however, or if a Shareholder were to hold one Existing Ordinary Share at the date on which the Share Consolidation becomes effective and so would not be entitled to any New Ordinary Shares of 11 1/20 pence, the Shareholder would be treated as disposing of part or all of his or her holding of Existing Ordinary Shares and would be subject to tax in respect of any chargeable gain thereby realised;

(c) on a subsequent disposal of the whole or part of the New Ordinary Shares of 11 1/20 pence comprised in the new holding, a Shareholder may, depending upon his or her circumstances, be subject to tax on the amount of any chargeable gain realised; and

(d) non-UK resident Shareholders who do not have a branch or agency (or, in the case of a non-resident company, a permanent establishment) in the UK will generally not be subject to UK tax on disposal of the New Ordinary Shares.

Taxation of chargeable gains transactions in securities anti-avoidance

Under the provisions of Chapter 1 of Part 13 Income Tax Act 2007 (for Shareholders within the charge to income tax) and Part 15 of the Corporation Tax Act 2010 (for Shareholders within the charge to corporation tax), HMRC

can, in certain circumstances, counteract tax advantages arising in relation to certain transactions in securities. No clearance has been or will be sought by the Company in relation to applicability of those provisions in respect of the Shareholder Return. However, it is not expected that they will, as a general matter, affect the taxation treatment of Shareholders receiving the Shareholder Return.

Stamp Duty and Stamp Duty Reserve Tax

Shareholders will not be liable to pay or bear any stamp duty or stamp duty reserve tax as a result of the Share Consolidation or on the issue of the New Ordinary Shares.

2. UNITED STATES

United States federal income taxation

The following summary is limited to the US federal income tax issues addressed herein. Additional issues may exist that are not addressed in this summary and that could affect the US federal income tax treatment of the Special Dividend and related Share Consolidation. Shareholders should seek their own advice based on their own particular circumstances from an independent tax adviser.

The following is a discussion of certain US federal income tax consequences of the Special Dividend and related Share Consolidation to the US Holders (as described below) who hold Existing Ordinary Shares and receive the Special Dividend, but it does not purport to be a comprehensive description of all the tax considerations that may be relevant to a particular person. This discussion does not address US federal taxes other than income tax (such as the alternative minimum tax and the Medicare tax on Net Investment Income, US state, local or non-US tax consequences. The discussion addresses only US Holders who hold Existing Ordinary Shares as capital assets and use the US dollar as their functional currency. In addition, it does not describe all of the tax consequences that may be relevant in the light of a US Holder's particular circumstances, including consequences applicable to US Holders subject to special rules, such as:

- certain financial institutions;
- dealers and traders in securities or foreign currencies that elect to mark-to-market;
- persons holding Existing Ordinary Shares as part of a hedge, straddle, conversion or other integrated transaction;
- tax-exempt organisations;
- persons holding Existing Ordinary Shares in connection with a trade or business conducted outside of the United States; or
- persons that own or are deemed to own 10 per cent. or more of the Company's voting stock.

This discussion is based on the US Internal Revenue Code of 1986 (as amended), administrative pronouncements, judicial decisions and final, temporary and proposed US Treasury regulations, all as of the date hereof and all of which are subject to change, possibly on a retroactive basis. US Holders should consult their independent tax advisers concerning the US federal, state, local and non-US tax consequences of the Special Dividend and related Share Consolidation in their particular circumstances.

As used herein, a "US Holder" is a beneficial owner of Existing Ordinary Shares that is, for US federal income tax purposes (i) a citizen or individual resident of the United States; (ii) a corporation created or organised under the laws of the United States or any political sub-division thereof; or (iii) a trust subject to the control of one or more US persons and the primary supervision of a US court; or (iv) an estate the income of which is subject to US federal income taxation regardless of its source.

The US federal income tax treatment of a partner in an entity treated as a partnership for US federal income tax purposes that holds Existing Ordinary Shares will depend on the status of the partner and the activities of the partnership. Partnerships holding Existing Ordinary Shares should consult their tax advisers regarding the tax consequences to their partners of the Special Dividend and related Share Consolidation.

This following discussion assumes that the Company has not been, and will not become, a passive foreign investment company ("**PFIC**") for US federal income tax purposes. In general, a non-US corporation will be a PFIC for any taxable year in which (i) 75 per cent. or more of its gross income consists of passive income (such

as dividends, interest, rents and royalties); or (ii) 50 per cent. or more of the average quarterly value of its assets consists of assets that produce, or are held for the production of, passive income. For the purposes of these tests, the Company is treated as receiving directly a proportionate share of the income of, and as owning a proportionate share of the assets of, any other corporation in which the Company owns, directly or indirectly, at least 25 per cent. of such corporation's stock, measured by value. The PFIC determination is a factual one made annually after the close of the taxable year. Accordingly, there can be no assurance that the Company has not been or will not become a PFIC in any taxable year. If the Company were treated as a PFIC for any taxable year during which a US Holder held Existing Ordinary Shares, certain adverse US federal income tax consequences could apply to such US Holder upon receipt of the Special Dividend and on disposition of Existing Ordinary Shares (including, as mentioned below under "Share Consolidation," cash received in lieu of a fractional entitlement). In particular, the Special Dividend and any gain realised on a disposition of Existing Ordinary Shares will be subject to tax at ordinary income rates and may be subject to an additional tax. US Holders are urged to consult their independent tax advisers concerning the US federal income tax consequences to them if the Company has been or becomes a PFIC.

Special Dividend

The Special Dividend paid on the Existing Ordinary Shares will be treated as dividend income to the extent of the Company's current or accumulated earnings and profits (as determined under the US federal income tax principles).

To the extent the Special Dividend exceeds the Company's current and accumulated earnings and profits (as determined under US federal income tax principles) it will be treated first as tax-free return of capital to the extent of the US Holder's tax basis in its Existing Ordinary Shares, and capital gain thereafter. The Company does not maintain records of earnings and profits in accordance with US federal income tax principles. Accordingly, it is expected that the Special Dividend, where required to be reported, will be reported as a dividend for US federal income tax purposes.

The Special Dividend will be included in a US Holder's income in a US dollar amount calculated by reference to the US dollar-pounds sterling exchange rate in effect on the date the Special Dividend is received by such US Holder, regardless of whether the pounds sterling received are in fact converted into US dollars at such time. If the Special Dividend is converted into US dollars on the date of receipt, a US Holder generally should not be required to recognise foreign currency gain or loss in respect of the Special Dividend. If the Special Dividend is not converted into US dollars on the date of receipt, a US Holder will have a tax basis in the pounds sterling received equal to their US dollar value on the date of receipt. Any gain on a subsequent conversion or other disposition of the pounds sterling received will generally be treated as ordinary income or loss to such US Holder and as income or loss from sources within the United States for foreign tax credit limitation purposes.

The Special Dividend will not be eligible for the dividends received deduction generally allowed to US corporations on dividends from other corporations. If the Company qualifies for benefits under the United States-United Kingdom double tax treaty (the "**Treaty**") and is not a PFIC as to the US Holder in the year of the Special Dividend or in the preceding year, the Special Dividend will qualify for the reduced rates applicable to qualified dividend income of certain eligible non-corporate US Holders that satisfy a minimum holding period and other generally applicable requirements. Assuming that Existing Ordinary Shares have been traded on the London Stock Exchange in sufficient volume, the Company believes it will qualify for benefits under the Treaty. If the preferential rates apply and the Special Dividend and any other dividends with ex-dividend dates within the same period of 85 consecutive days exceeds 10 per cent. of a US Holder's adjusted basis in its Ordinary Shares (or, if the preferential rates apply and the Special Dividend and any other dividends with ex-dividend dates during the same period of 365 consecutive days in the aggregate exceed 20 per cent. of such basis), any loss on the sale or exchange of such Existing Ordinary Shares (or New Ordinary Shares following the Share Consolidation) would be treated as long-term capital loss to the extent of such dividend(s).

Share Consolidation

A US Holder will not recognise a gain or loss in connection with the exchange of Existing Ordinary Shares for New Ordinary Shares in the Share Consolidation, except to the extent of cash received in lieu of an entitlement to a fractional New Ordinary Share (a "fractional entitlement"). The difference between the US Holder's tax basis allocable to the fractional entitlement and the cash received in lieu of such entitlement, each determined in US dollars, will be a capital gain or loss which will be a long-term capital gain or loss if the US Holder has held its Existing Ordinary Shares for more than one year at the effective time of the Share Consolidation.

A US Holder that receives pounds sterling on the sale of fractional entitlements will realise an amount equal to the US dollar value of the pounds sterling received at the spot rate on the date of sale (or, in the case of a cash basis or an electing accrual basis US Holder, and provided Existing Ordinary Shares are treated as regularly traded on a qualifying exchange, the settlement date). An accrual basis US Holder that does not elect to determine the amount realised using the spot rate on the settlement date will recognise a foreign currency gain or loss equal to the difference between the US dollar value of the pounds sterling received based on the spot exchange rates in effect on the date of sale or other disposition and the settlement date. A US Holder will have a tax basis in the pounds sterling received equal to the US dollar value of the pounds sterling received at the spot rate on the settlement date. Any gain or loss realised on a subsequent disposition or conversion of the pounds sterling for a different US dollar amount generally will be US source ordinary income or loss.

A US Holder's tax basis in its New Ordinary Shares will equal its tax basis in its Existing Ordinary Shares less any tax basis that is allocable to any fractional entitlement to a New Ordinary Share. A US Holder's holding period for its New Ordinary Shares will include its holding period of the Existing Ordinary Shares exchanged therefor.

Information reporting and backup withholding

Payment of the Special Dividend and sales proceeds made within the United States or through certain US-related financial intermediaries generally is subject to information reporting and backup withholding unless the US Holder is an exempt recipient or, in the case of backup withholding, the US Holder provides a correct taxpayer identification number and certifies that no loss exemption from backup withholding has occurred. Backup withholding is not an additional tax. The amount of any backup withholding from a payment to a US Holder will be allowed as a credit against the US Holder's US federal income tax liability and may entitle the US Holder to a refund, provided that the required information is furnished to the Internal Revenue Service on a timely basis.

THE DISCUSSION ABOVE IS A GENERAL SUMMARY. IT DOES NOT COVER ALL TAX MATTERS THAT MAY BE OF IMPORTANCE TO A PARTICULAR SHAREHOLDER. EACH SHAREHOLDER IS URGED TO CONSULT ITS OWN TAX ADVISER ABOUT THE TAX CONSEQUENCES TO IT OF AN INVESTMENT IN THE ORDINARY SHARES IN LIGHT OF THE SHAREHOLDER'S OWN CIRCUMSTANCES.

PART IV—DEFINITIONS

The following definitions apply throughout this Circular and the accompanying Form of Proxy unless the context requires otherwise:

Admission	the admission of the New Ordinary Shares to (i) the premium segment of the Official List and (ii) trading on the London Stock Exchange's main market for listed securities becoming effective, in accordance with, respectively, the Listing Rules and the Admission and Disclosure Standards
Admission and Disclosure Standards	the requirements contained in the publication "Admission and Disclosure Standards" dated 8 May 2017 containing, among other things, the admission requirements to be observed by companies seeking admission to trading on the London Stock Exchange's main market for listed securities
Admission Date	Tuesday 27 June 2017 (or such other date as the Directors may determine in their absolute discretion)
Articles of Association	the Articles of Association of the Company in force at the Record Time
Board	the board of directors of the Company from time to time
Business Day	a day other than a Saturday or Sunday or public holiday in England and Wales on which banks are open in London for general commercial business
Capita Asset Services	Capita Asset Services, a trading name of Capita Registrars Limited, of The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU, United Kingdom
Chairman	Paul Walsh, the independent Non-Executive Chairman of the Company
Companies Act 2006	the Companies Act 2006 and any amendments or revisions made thereto from time to time
Company	Compass Group PLC
Compass Group Employee Share Schemes	the Compass Group Share Award Plans and the Compass Group UK Share Incentive Plan
Compass Group Share Award Plans	the Compass Group Long Term Incentive Plan 2010, the Compass Group Deferred Annual Bonus Plan for 2014/2015, 2015/2016 and 2016/2017, the Compass Group Share Option Plan 2010, the Compass Group Management Share Option Plan, the Compass Group Restricted Share Award Plan, the Compass Group PLC Phantom Restricted Share Award Plan and the Compass Group USA, Inc. Share Award Incentive Plan (but not the Compass Group UK Share Incentive Plan)
CREST	the UK-based system for the paperless settlement of trades in listed securities, of which Euroclear is the operator in accordance with the CREST Regulations
CREST Manual	the manual, as amended from time to time, produced by Euroclear describing the CREST system, and supplied by Euroclear to users and participants thereof

CREST member	a person who has been admitted by Euroclear as a system member (as defined in the CREST Regulations)
CREST participant	a person who is, in relation to CREST, a system participant (as defined in the CREST Regulations)
CREST Proxy Instruction(s)	the instructions whereby CREST members send a CREST message appointing a proxy for the General Meeting and instructing the proxy how to vote and containing the information set out in the CREST Manual
CREST Regulations	the Uncertificated Securities Regulations 2001 (SI 2001/3755) (as amended)
Directors	the Executive Directors and Non-Executive Directors of the Company from time to time
Disclosure Guidance and Transparency Rules	the Disclosure Guidance and Transparency Rules of the FCA
DRIP	the Company's dividend reinvestment plan, which is intended to be available to Shareholders in respect of the payment of both the Interim Dividend and the Special Dividend
EBITDA	Earnings before interest, tax, depreciation, and amortisation
Euroclear	Euroclear UK & Ireland Limited
Executive Directors	the Executive Directors of the Company from time to time, currently RJ Cousins, JD Thomson, GR Green and DW Blakemore
Existing Ordinary Shares	the existing issued ordinary shares of 10 5/8 pence each in the capital of the Company
FCA	the Financial Conduct Authority of the United Kingdom, in its capacity as the competent authority for the purposes of Part VI of FSMA
Form of Proxy	the form of proxy to be used at the General Meeting, which accompanies the Notice of General Meeting in this Circular
FSMA	the Financial Services and Markets Act 2000, as amended
General Meeting	the general meeting of Shareholders to be held at 10.30 a.m. on Wednesday 7 June 2017 in the Churchill Suite at the Rugby Football Union, Rugby House, Twickenham Stadium, 200 Whitton Road, Twickenham, Middlesex, TW2 7BA
Group	the Company and its consolidated subsidiaries and subsidiary undertakings
Guidelines	the Investment Association Share Capital Management Guidelines published on 4 July 2016
Interim Dividend	the interim dividend of 11.2 pence per Existing Ordinary Share scheduled to be paid on 19 June 2017 to Shareholders on the register at close of business on 19 May 2017
Listing Rules	the Listing Rules of the FCA made for the purposes of Part VI of FSMA

London Stock Exchange	London Stock Exchange plc
Market Abuse Regulation	the Market Abuse Regulation ((EU) No. 596/2014 of the European Parliament and of the Council) which became effective on 3 July 2016
New Ordinary Shares	the new ordinary shares of 11 1/20 pence each in the capital of the Company resulting from the proposed Share Consolidation
Non-Executive Directors	the Non-Executive Directors of the Company from time to time, comprising currently the Chairman, Mrs CA Arrowsmith, JG Bason, S Bomhard, DA Robert, N Silva and Mrs I Vittal
Notice of General Meeting or Notice	the Notice of the General Meeting, included at the end of this Circular at Part V
Official List	the Official List of the FCA
Ordinary Shares	prior to the Share Consolidation, the Existing Ordinary Shares and, after the Share Consolidation, the New Ordinary Shares
Overseas Shareholders	Shareholders who are not resident in the United Kingdom or who are citizens, residents or nationals of a country other than the United Kingdom or who have a registered address which is not in the United Kingdom. For the avoidance of doubt, Shareholders who are not resident in the United Kingdom include Shareholders who are resident in the Channel Islands or the Isle of Man
participant ID	the identification code or membership number used in CREST to identify a particular CREST member or other CREST participant
Pre-Emption Group Statement of Principles	the Pre-Emption Group's "Disapplying Pre-emption Rights A Statement of Principles 2015" published by the Pre-Emption Group on 12 March 2015
Record Time	6.00 p.m. on Monday 26 June 2017 (or such other time and date as the Directors may determine in their absolute discretion)
Registrar	Capita Asset Services
Regulatory Information Service	any of the services set out in Appendix 3 to the Listing Rules
Resolutions	the resolutions to be proposed at the General Meeting, as set out in the Notice of General Meeting
Rothschild	N M Rothschild & Sons Limited whose company number is 00925279 and whose registered office is at New Court, St Swithin's Lane, London, EC4N 8AL
Share Consolidation	the proposed consolidation of share capital to be effected by consolidating every 26 Existing Ordinary Shares into 25 New Ordinary Shares as more fully described in Part II of this Circular
Shareholders	holders of Ordinary Shares in the Company
Shareholder Return	the proposed transactions comprising the return of 61 pence per Existing Ordinary Share by way of the Special Dividend together with the Share Consolidation

Special Dividend	the proposed special dividend of 61 pence per Existing Ordinary Share intended to be paid as an interim dividend for the financial year ending 30 September 2017
Treasury Shares	Shares purchased by the Company in accordance with the provisions of section 727 of the Companies Act 2006
UK Listing Authority	the FCA in its capacity as competent authority under FSMA
uncertificated or uncertificated form	Ordinary Shares which are recorded on the register of members of the Company as being held in uncertificated form in CREST and title to which, by virtue of the CREST Regulations, may be transferred by means of CREST
United Kingdom or UK	the United Kingdom of Great Britain and Northern Ireland
United States or US	the United States of America, its territories and possessions, any state of the United States of America and the District of Columbia
US Holder	a beneficial owner of Existing Ordinary Shares that is, for US federal income tax purposes (i) a citizen or individual resident of the United States; (ii) a corporation created or organised under the laws of the United States or any political sub-division thereof; (iii) a trust subject to the control of one or more US persons and the primary supervision of a US court; or (iv) an estate the income of which is subject to US federal income taxation regardless of its source
US Securities Act	The US Securities Act 1933 (as amended)
US Shareholder	a shareholder with a registered address in the United States or who is resident or located in the United States

The singular shall include the plural and *vice versa*, and words importing the masculine gender shall include the feminine or neutral gender.

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

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

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

NO INCORPORATION OF WEBSITE INFORMATION BY REFERENCE

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

PART V—NOTICE OF GENERAL MEETING

Notice is hereby given that a General Meeting of Compass Group PLC (the Company) will be held at 10.30 a.m. on Wednesday 7 June 2017 in the Churchill Suite at the Rugby Football Union, Rugby House, Twickenham Stadium, 200 Whitton Road, Twickenham, Middlesex, TW2 7BA in order to transact the following business:

To consider and, if thought fit, to pass the following Resolutions, of which Resolutions 1 and 2 will each be proposed as ordinary resolutions and Resolutions 3 to 5 will each be proposed as special resolutions.

ORDINARY RESOLUTIONS

1. **THAT**, conditional upon admission of the new ordinary shares of 11 1/20 pence each (a "**New Ordinary Share**") to the Official List of the United Kingdom Listing Authority and to trading on the London Stock Exchange plc's main market for listed securities becoming effective by or as soon as practicable after 8.00 a.m. on Tuesday 27 June 2017 (or such later time and/or date as the directors may in their absolute discretion determine) ("**Admission**"), the following both be authorised:

   1.1 the intended payment of 61 pence per ordinary share of 10 5/8 pence as an interim dividend in respect of the financial year ending 30 September 2017 to those shareholders on the register of members of the Company at 6.00 p.m. on Monday 26 June 2017; and

   1.2 every Existing Ordinary Share of 10 5/8 pence each in the capital of the Company as shown in the register of members of the Company at 6.00 p.m. on Monday 26 June 2017 (or such later time and/or date as the directors may in their absolute discretion determine) be and is hereby sub-divided into 25 undesignated shares of 0.425 pence each in the capital of the Company (each an "**Undesignated Share**") and forthwith upon such sub-division every 26 Undesignated Shares of 0.425 pence each be and are hereby consolidated into 1 New Ordinary Share of 11 1/20 pence each in the capital of the Company, provided that where such consolidation would result in any member being entitled to a fraction of a New Ordinary Share, such fraction shall, so far as possible, be aggregated with the fractions of a New Ordinary Share (if any) to which other members of the Company would be similarly so entitled and the directors of the Company be and are hereby authorised to sell (or appoint any other person to sell) to any person all the New Ordinary Shares representing such fractional entitlements as soon as practicable after Admission, in the open market at the best price reasonably obtainable and to distribute the proceeds of sale (net of expenses) in due proportion to the Shareholders entitled to them (save that any fraction of a penny which would otherwise be payable shall be rounded down in accordance with the usual practice of the Registrar of the Company and the relevant member shall not be entitled thereto) and any director or the company secretary of the Company (or any person appointed by the directors of the Company) shall be and is hereby authorised to execute one or more instrument(s) of transfer in respect of such New Ordinary Shares on behalf of the relevant member(s) and to do all acts and things the directors consider necessary or desirable to effect the transfer of such New Ordinary Shares to, or in accordance with the directions of, any buyer of such New Ordinary Shares.

2. **THAT**, conditional upon the passing of Resolution 1 and on Admission (as defined in Resolution 1):

   2.1 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, the close of business on 6 September 2018; and for that period the section 551 amount in respect of the New Ordinary Shares shall be £58,012,500; and

   2.2 in addition, the section 551 amount, in respect of the New Ordinary Shares, shall be increased by £58,012,500, 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:

      2.2.1 to holders of New Ordinary Shares in proportion (as nearly as may be practicable) to their existing holdings; and

      2.2.2 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

3. **THAT**, conditional upon the passing of Resolutions 1 and 2 and on Admission (as defined in Resolution 1), to authorise the directors and in accordance with the power conferred on the directors by Article 13 of the Company's Articles of Association, in respect of the New Ordinary Shares, 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, 6 September 2018 to allot equity securities (as defined in the Companies Act 2006 and including New Ordinary Shares) for cash under the authority given by that resolution and/or to sell New 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:

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

   3.2 to the allotment of equity securities (including New Ordinary Shares) or the sale of treasury shares (otherwise than under paragraph 3.1 above) up to a nominal amount of £8,729,500 being not more than 5% of the expected issued New Ordinary Share capital (excluding treasury shares) of the Company following Admission,

   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 6 September 2018, but in each case, prior to the expiry the Company may make offers, and enter into agreements, which would, or might require equity securities (including New Ordinary Shares) to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (including New Ordinary Shares) (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

4. **THAT,** conditional upon the passing of Resolutions 1 and 2 and on Admission (as defined in Resolution 1), to authorise the directors, 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 3, to allot equity securities (as defined in the Companies Act 2006 and including New Ordinary Shares) for cash under the authority given by that Resolution and/or to sell New 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:

   4.1 limited to the allotment of equity shares (including New Ordinary Shares) or sale of treasury shares up to a nominal amount of £8,729,500 being not more than 5% of the expected issued New Ordinary Share capital (excluding treasury shares) of the Company following Admission;

   4.2 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 Board of the Company determines 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 the close of business on 6 September 2018, but in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might require equity securities (including New Ordinary Shares) to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

5. **THAT**, conditional upon the passing of Resolution 1 and on Admission (as defined in Resolution 1), 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 New Ordinary Shares, subject to the following conditions:

   5.1 the maximum aggregate number of New Ordinary Shares hereby authorised to be purchased is 158,000,000;

   5.2 the minimum price (excluding expenses) which may be paid for each New Ordinary Share is 11 1/20 pence;

   5.3 the maximum price (excluding expenses) which may be paid for each New 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 a New Ordinary Share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the purchase is made and (2) the higher of the price of the last independent trade and the highest current independent bid for a New Ordinary Share as derived from the London Stock Exchange Trading System; and

5.4 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 the close of business on 6 December 2018, whichever is the earlier (except in relation to the purchase of New Ordinary Shares, the contract for which was concluded prior to the expiry of this authority and which will or may be executed wholly or partly after the expiry of this authority).

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

By Order of the Board



Mark White
General Counsel and Company Secretary
15 May 2017

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

Registered in England and Wales No. 4083914

IMPORTANT INFORMATION

EXPLANATIONS OF THE RESOLUTIONS

Explanations of the resolutions are set out in paragraph 14 on pages 15 to 17 in Part II of the Circular to shareholders published by the Company on 15 May 2017 regarding the Shareholder Return by way of Special Dividend, and of which this Notice of General Meeting forms part.

PROXIES

(i) A shareholder entitled to attend and vote at the General Meeting may appoint a proxy or proxies (who need not be a Shareholder of the Company) to exercise all or any of his or her rights to attend, speak and vote at the General Meeting. 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 1, 34 Beckenham Road, Beckenham, Kent, BR3 4ZF;
- going to www.capitashareportal.com and following the instructions for electronic submission provided there; or
- having an appropriate CREST message transmitted, if you are a user of the CREST system (including CREST personal members). Please refer to the CREST manual on the Euroclear website (www.euroclear.com/CREST) for further information.

Return of the Form of Proxy will not prevent a Shareholder from attending the Meeting and voting in person. However, if you do attend the Meeting, any proxy appointment will be treated as if you vote in person.

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 General Meeting or to submit their voting directions electronically. You may not use any electronic address provided in this Notice of General 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 10.30 a.m. on Monday 5 June 2017.

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 10.30 a.m. on Monday 5 June 2017. Please note, however, that proxy messages cannot be sent through CREST on weekends, public holidays or after 8.00 p.m. on any other day. For the purpose of this deadline, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message. CREST personal members or other CREST sponsored members and those CREST members that have appointed voting service provider(s) should contact their CREST sponsor or voting service provider(s) for assistance with appointing proxies via CREST.

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

(iii) Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 and section 360B(2) of the Companies Act 2006, the Company specifies that only those Shareholders registered in the Register of Members of the Company after close of business on 5 June 2017 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 close of business on 5 June 2017 or, in the event that the Meeting is adjourned, after 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 Companies Act 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 General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he or she may, under any such agreement, have a right to give instructions to the Shareholder as to the exercise of voting rights.

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

RIGHT TO ASK QUESTIONS

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

TOTAL VOTING RIGHTS

As at 12 May 2017 (being the last practicable date prior to the publication of this Circular) the Company's issued share capital comprised 1,653,326,115 Existing Ordinary Shares (of which 8,956,816 were Treasury Shares, being 0.54 per cent. of the Company's total share capital, whose voting rights are suspended). The holders of Ordinary Shares are entitled to attend and vote at general meetings of the Company. On a vote by show of hands, every ordinary Shareholder who is present has one vote and every proxy present who has been duly appointed by a Shareholder entitled to vote has one vote. On a vote by poll every Shareholder who is present in person or by proxy has one vote for every Ordinary Share held. It is proposed that all votes on the Resolutions at the General Meeting will be taken by way of a poll.

The total voting rights in the Company as at 12 May 2017 were 1,644,369,299 (which excludes 8,956,816 Treasury Shares whose voting rights are automatically suspended).

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 General Meeting; and

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

THE GENERAL MEETING

The doors of the Churchill Suite at Twickenham Stadium will open at 9.30 a.m. and the General Meeting will start promptly at 10.30 a.m.

If you are planning to attend the General Meeting, Twickenham Stadium is located at 200 Whitton Road, Twickenham, Middlesex, TW2 7BA. Details of how to get to the venue may be found at http://www.englandrugby.com/twickenham/visiting-the-stadium/getting-here.

ATTENDING THE GENERAL MEETING

If you are coming to the General Meeting, please bring your attendance card with you. It authenticates your right to attend, speak and vote at the General Meeting and will speed your admission. You may also find it useful to bring this Circular of and Notice of General Meeting and the Annual Report 2016 so that you can refer to them at the General Meeting. All joint Shareholders may attend, speak and vote at the General Meeting. However, the vote of the senior joint Shareholder, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint Shareholders. For this purpose, seniority shall be determined by the order in which the names stand in the Register of Members. 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 General Meeting at the same time.

QUESTIONS

All Shareholders or their proxies will have the opportunity to ask questions at the General Meeting. When invited by the Chairman, if you wish to ask a question, please wait for a Company representative to bring you a microphone. It would be helpful if you could state your name before you ask your question. A question may not be answered at the Meeting if it is not considered to be in the interests of the Company or the good order of the Meeting or if it would involve the disclosure of confidential information. The Chairman may also nominate a representative to answer a specific question after the General Meeting or refer the questioner to the Company's website.

VOTING AT THE GENERAL MEETING

The Company proposes that all Resolutions to be proposed at the General Meeting will be put to the vote on a poll. This will result in a more accurate reflection of the views of all of the Company's Shareholders by ensuring that every vote is recognised, including the votes of Shareholders who are unable to attend the General Meeting but who have appointed a proxy for the General Meeting. On a poll, each Shareholder has one vote for each share held.

After each Resolution is put to the General Meeting, you will be asked to cast your vote. All of the votes of the Shareholders present will be counted, and added to those received by proxy, and the provisional final votes will be displayed at the General Meeting. The provisional voting results, which will include all votes cast for and against each Resolution at the General Meeting, and all proxies lodged prior to the General Meeting, will be announced at the Meeting and the final results published on the Company's website as soon as practicable after the General 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 General 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 General Meeting. This includes proxies appointed using the CREST service. Details of how to complete the appointment of a proxy either electronically or on paper are given above in the notes to this Notice.

VENUE ARRANGEMENTS

For your personal safety and security, all hand baggage may be subject to examination. Please note that electronic devices such as cameras and recording equipment may not be used in the General Meeting. A cloakroom will be available to deposit coats and bulky items. There is wheelchair access. Anyone accompanying a Shareholder in need of assistance will be admitted to the General Meeting. If any Shareholder with a disability has any questions regarding attendance at the General Meeting, please contact the Group Company Secretariat at Compass Group PLC, Compass House, Guildford Street, Chertsey, Surrey, KT16 9BQ by 5 June 2017. 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 General Meeting. Please ensure that all electronic equipment (including mobile phones) is switched off throughout the General Meeting.

Tea and coffee will be available before the Meeting.

SHAREHOLDER ENQUIRIES

Capita Asset Services maintain the Company's share register. If you have any enquiries about the General Meeting or about your shareholding, you should contact Capita 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, PO 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 Circular or the Notice of General Meeting 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.

The Circular, this Notice of General Meeting and our 2016 Annual Report are available at www.compass-group.com.

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