Compass Group PLC (the ***Company***)

Audit Committee Terms of Reference

Adopted by the Board on 25 September 2025

Constitution

1. The Board of Directors of the Company (the ***Board***) resolved on 7 December 2000 to establish a committee of the Board to be known as the Audit Committee (the ***Committee***).

2. The Board has resolved to amend the Terms of Reference of the Committee. These Terms of Reference replace in their entirety those adopted by the Board on 20 November 2024.

3. The Company shall ensure that these Terms of Reference are made generally available by means of publication on the Company's website and by making them available from the Company on request.

Membership

4. The Committee shall be appointed by the Board from time to time and shall comprise at least three members. Members of the Committee are appointed by the Board on the recommendation of the Nomination Committee in consultation with the chair of the Committee (the ***Committee Chair***). All members of the Committee shall be independent non-executive directors of the Company and at least one shall have recent and relevant financial experience. If the Board decides that a member of the Committee is no longer independent, that member will cease to be a member of the Committee. The Chair of the Board shall not be a member of the Committee. The Committee as a whole will have competence relevant to the sector in which the Company operates.

5. The quorum necessary for the transaction of business shall be two members. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

6. The Committee Chair shall be appointed from time to time by the Board and shall be an independent non-executive director. In the absence of the Committee Chair, and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting.

7. The Committee shall appoint the Company Secretary or his/her nominee to be the secretary of the Committee (the ***Committee Secretary***).

8. The Committee Secretary shall ensure that the Committee receives information and materials in a timely manner to enable full and proper consideration to be given to them.

Attendance at meetings

9. The Committee may hold meetings by telephone or by any other means of communication and may take decisions without a meeting by unanimous written consent, when the Committee Chair considers this to be necessary or desirable.

10. Only members of the Committee have the right to attend Committee meetings. Other individuals, however, such as the Chair of the Board, Group Chief Executive Officer, Group Chief Financial Officer or other directors, the heads of risk, ethics and integrity and internal audit and representatives from the finance function may be invited to attend all or any part of any meeting, as and when appropriate.

11. The Group Chief Financial Officer, Group Director of Risk and Internal Audit and external auditor shall be invited to attend meetings of the Committee on a regular basis. Where internal audit or risk matters are discussed at a meeting, the Group Director of Risk and Internal Audit should normally attend that meeting.

12. Unless otherwise agreed, notice of each meeting, confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the Committee and to any other person required to attend, no later than five working days before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.

Frequency of meetings

13. Meetings of the Committee shall be called by the Committee Secretary at the request of any of its members or at the request of the external or internal auditor if they consider it necessary.

14. The Committee shall meet at least three times a year at appropriate times in the reporting and audit cycle and otherwise as required. Outside the formal meeting programme, the Committee Chair shall maintain a dialogue with key individuals involved in the Company's and Group's governance, including the Chair of the Board, the Group Chief Executive Officer, the Group Chief Financial Officer, the Group Director of Risk and Internal Audit and the external audit lead partner.

Minutes

15. The Committee Secretary shall minute the proceedings and resolutions of all Committee meetings, including recording the names of those present and in attendance and any conflict of interest which shall be ascertained by the Committee Chair at the beginning of each meeting.

16. Once approved by the Committee, the Committee Secretary shall make the minutes available to all members of the Board, unless , exceptionally, it would be inappropriate to do so.

Authority

17. The Committee is authorised by the Board to investigate any activity which falls within these terms of reference and to make whatever recommendations to the Board it deems appropriate in any area within its remit.

18. The Committee is authorised to seek any information it requires from any employee, contractor, consultant or other provider of services to the Company and to the Group and to call any such persons to be questioned at a meeting of the Committee as and when required. Such persons are directed to co-operate with any request made by the Committee.

19. The Committee is authorised by the Board to obtain, at the Company's expense, external legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

20. The Committee is authorised to delegate any of its powers to one or more of its members or the Committee Secretary.

Duties

21. The Committee should carry out its duties for the parent company, major subsidiary undertakings and the Group as a whole, as appropriate.

Financial Reporting

22. The Committee shall:

(a) monitor the integrity of the Company's and Group's published financial statements and any other formal announcements relating to their financial performance

(b) review and report to the Board on significant financial reporting issues and the judgements which those financial statements contain, having regard to matters communicated to it by the auditor

(c) review and challenge where necessary:

(i) the consistency of, and any changes to, accounting policies or practices both on a year-on-year basis and across the Company and Group;

(ii) the methods used to account for significant or unusual transactions where different approaches are possible;

(iii) major judgmental areas, significant adjustments resulting from the audit and the going concern assumptions;

(iv) whether the Company and the Group have adopted and complied with appropriate accounting policies and where necessary made appropriate estimates and judgments, taking into account the views of the external auditor on the financial statements;

(v) the clarity and completeness of disclosures in the Company's and Group's financial statements and the context in which statements are made; and

(vi) all material information presented with the financial statements, such as the strategic report, the purpose report and TCFD disclosures, the corporate governance statements (insofar as they relate to the audit and risk management) and statements related to internal control, risk management and going concern;

(d) review the funding position of the Group's pension funds where not reviewed by the Board as a whole;

(e) assess the effectiveness of the Company's and Group's financial reporting procedures;

(f) where the Committee is not satisfied with any aspect of the Company's or Group's financial reporting, to report its views to the Board;

(g) review, if practicable, other statements containing financial information that require Board approval; and

(h) oversee the development and reporting of the Company's and Group's tax strategy and make recommendations to the Board.

23. Where requested by the Board, the Committee should review:

(a) the content of the annual report and accounts, interim and other price sensitive public records and reports to regulators and advise the Board on whether, taken as a whole, they are fair, balanced and understandable and provide the information necessary for shareholders to assess the Company's position and performance, business model and strategy; and

(b) the viability statement including the assumptions on which it is based for inclusion in the annual report and accounts.

Internal Controls and Risk Management

24. The Committee shall:

(a) receive reports in relation to and keep under review the adequacy and effectiveness of the Company's and Group's internal financial controls and other internal control and risk management systems (including systems and controls for the prevention and detection of fraud, bribery, anti-competitive practices, money laundering, terrorist financing and sanctions non-compliance and managements' mitigation strategies to address material business integrity risks).

(b) monitor and keep under review the policies and overall process for identifying and assessing business risks and managing their impact on the Company;

(c) receive and review regular assurance reports from management, internal audit, external audit and others on matters related to risk and control, in particular as to the effectiveness and testing of risk management and internal control systems (including financial controls); and

(d) review the Company's statement on internal control and risk management systems to be included in the annual report and accounts prior to endorsement by the Board, which should include consideration of the principal risks to the business, the risks associated with audit firms withdrawing from the market, tenure of the current external auditor and their independence.

Internal Audit

25. The Committee shall:

(a) review and approve the role and mandate of the internal audit function in the context of the Company's / Group's overall risk management system and review the effectiveness of its work. In undertaking a review of effectiveness of the internal

audit function the Committee should confirm that it is satisfied that the quality, experience and expertise of the function members are appropriate for the business;

(b) approve the appointment and removal of the Group Director of Risk and Internal Audit;

(c) consider and approve the remit of internal audit, ensure co-ordination between the internal and external auditor / co-ordination of more than one audit and ensure that the internal audit function is adequately resourced to enable it to perform its function effectively and in accordance with the relevant professional standards. The Committee shall also ensure that the function has appropriate standing within the Company and Group and is free from management or other restrictions;

(d) review and approve the annual internal audit plan and consider promptly the findings of internal financial / audit investigations;

(e) review and monitor management's responsiveness to the findings and recommendations of the internal auditor; and

(f) meet the Group Director of Risk and Internal Audit at least once a year, without management being present, to discuss the effectiveness of the internal audit function, its remit and any issues arising from the internal audits that have been carried out and allow the Group Director of Risk and Internal Audit the right of direct access to it and to the Chair of the Board although the Committee recognises that day to day reporting will be to the Group Chief Financial Officer.

External Audit

26. The Committee shall:

(a) be responsible for the selection and appointment procedures for an external auditor, initiate and conduct any competitive tender process undertaken by the Company / Group for the provision of external audit services and consider and make recommendations to the Board, to be put to shareholders for approval at the Company's Annual General Meeting (the ***AGM***), on the appointment and re-appointment of the external auditor or any question of their resignation or dismissal;

(b) ensure that at least once every ten years the audit services contract is put out to tender to enable the Committee to compare the quality and effectiveness of the services provided by the incumbent auditor with those of other audit firms; and in respect of such tender oversee the selection process and ensure that all tendering firms have such access as is necessary to information and individuals during the tendering process; and, to the extent that any audit tenders are held, that they are held in a form that accords with regulatory requirements;

(c) if an auditor resigns, investigate the issues leading to such resignation and decide whether any action is required;

(d) oversee the relationship with the external auditor, including (but not limited to):

(i) negotiating and approving their terms of engagement and remuneration, whether fees for audit or non-audit services, and ensuring that the level of fees is appropriate to enable an effective and high-quality audit to be conducted;

(ii) reviewing and agreeing the engagement letter issued by the external auditor at the start of each audit and the scope of the external audit, arranging additional work as appropriate;

(iii) influencing the appointment of the individual identified by the external auditor as being primarily responsible for the conduct of the audit;

(iv) reviewing and monitoring the external auditor's independence and objectivity, including the impact of the supply of any non-audit services by the auditor, and the effectiveness of the audit process, taking into account relevant legal, ethical, professional and regulatory requirements and the relationship with the external auditor as a whole;

(v) discussing with the external auditor threats to independence and how those threats are mitigated;

(vi) satisfying itself that there are no relationships (such as family, employment, investment, financial or business) between the auditor and the Company (other than in the ordinary course of business) which could adversely affect the auditor's independence and objectivity;

(vii) agreeing with the Board a policy on the employment of former employees of the external auditor, taking account of relevant ethical standards and legal requirements, monitoring the implementation of this policy, including the Committee's own safeguards relating to independence, and considering whether there has been any impairment or appearance of impairment of the external auditor's independence and objectivity;

(viii) monitoring the external auditor's compliance with relevant ethical and professional guidance on the rotation of the audit partner and staff, and other related regulatory requirements;

(ix) assessing annually and reporting to the Board on the external auditor's qualifications, expertise, resources, independence and objectivity and the effectiveness of the audit process, which shall include a report from the external auditor on their own internal quality procedures, with a recommendation on whether to propose to shareholders that the external auditor be reappointed;

(x) seeking to ensure co-ordination between the external auditor and the internal audit function; and

(xi) evaluating the risks to the quality and effectiveness of the financial reporting process, especially in light of the auditor's communications with the Committee;

(e) keep under review the scope and results of the annual audit and its cost effectiveness;

(f) ensure that appropriate plans are in place for the annual audit at the start of each annual audit cycle, in particular considering whether the auditor's work plan is consistent with the scope of the audit engagement, having regard to materiality, resources and the seniority, expertise and experience of the audit team;

(g) meet the external auditor at least once a year without management present to discuss the auditor's remit and any issues arising from the audit;

(h) review the findings of the audit and the auditor's report with the external auditor, including but not limited to:

(i) major issues which arose during the audit, both resolved and unresolved;

(ii) how the external auditor addressed risks to audit quality;

(iii) key accounting and audit judgements;

(iv) the level of errors identified during the audit; and

(v) interactions between the external audit team and senior management and other members of the finance team;

(i) develop, implement and review the policy on the supply of non-audit services by the external auditor, ensuring there is prior approval of non-audit services and considering the impact this may have on auditor independence, taking into account any relevant ethical guidance on the matters;

(j) review and monitor management's responsiveness to the external auditor's findings and recommendations;

(k) assess the effectiveness of the external audit process and the quality of the external audit, taking into consideration relevant UK professional and regulatory requirements, including but not limited to:

(i) understanding how risks to audit quality are identified and addressed;

(ii) reviewing the external auditor's compliance with the audit plan;

(iii) taking the views of key officers and employees on the conduct of the audit, including the reliance the external auditor placed on the internal audit; and

(iv) reviewing and monitoring the external auditor's management letter and its other communications with the Committee; and

(l) review any representation letter from the Company requested by the external auditor before they are signed by management, considering in particular any representation on a non-standard matter, and review management's representation letter and management's response to the external auditor's findings and recommendations.

Employee Concerns

27. The Committee shall:

(a) receive reports in relation to and review the adequacy and effectiveness of the Company's arrangements for its workforce, contractors and other stakeholders to raise concerns, in confidence, about misconduct and possible improprieties including financial reporting or other matters. The Committee shall ensure that these arrangements allow proportionate and independent investigation of such matters and appropriate follow-up action; and

(b) review the adequacy of the Company's code of business conduct and its related business integrity policy for ensuring that the Company complies with relevant regulatory and legal requirements in respect of which the Committee shall receive reports, as required, and consider appropriate action as necessary.

Shareholder engagement

28. The Committee shall seek effective engagement through the Committee Chair with shareholders on significant matters related to the areas of the Committee's responsibilities.

Reporting Responsibilities

29. The Committee Chair (or any Committee member designated by the Chair) shall report formally to the Board on the proceedings of the Committee following the conclusion of each meeting on how it has discharged its responsibilities.

30. The Committee Chair (or any Committee member designated by the Chair) shall attend the AGM in person or by electronic means and be prepared to respond to any questions raised by shareholders on the Committee's area of responsibility, as directed by the Chair of the AGM.

31. The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

32. The Committee shall compile a report to shareholders on its activities to be included in the Company's annual report and accounts. This report shall describe the work of the Committee, including:

(a) identifying the members of the Committee and the frequency of, and individual attendance by members at, Committee meetings;

(b) the significant issues that the Committee considered in relation to the financial statements and how these issues were addressed having regard to matters communicated to it by the external auditor;

(c) an explanation of how the Committee has assessed the independence and effectiveness of the external audit process and the approach taken to the appointment or reappointment of the external auditor, information on the length of tenure of the current audit firm, when a tender was last conducted and advance notice of any retendering plans;

(d) if the Board has not accepted the Committee's recommendation on the external auditor appointment, reappointment or removal, a statement explaining its recommendation and the reasons why the Board has taken a different position;

(e) an explanation of how auditor independence and objectivity are safeguarded, if the external auditor provides non-audit services; and

(f) any statement of compliance required by law or regulations.

33. In compiling the annual report and accounts, the Committee should exercise judgement in deciding which of the issues it considers in relation to the financial statements are significant but should include at least those matters that have informed the Board's assessment of whether the Company is a going concern.

Other

34. The Committee shall consider any other topics, as determined by the Board, including a regular review of its own performance, composition and terms of reference to ensure it is operating effectively and shall recommend any changes that it considers necessary to the Board for approval.

35. The Committee shall:

(a) have access to sufficient resources in order to carry out its duties, including access to the Company Secretariat for assistance as required on all Committee matters;

(b) be given appropriate and timely training, (including an induction programme for new members) and on an ongoing basis for all members;

(c) give due consideration to laws and regulations, the provisions of the UK Corporate Governance Code, the requirements of the Financial Conduct Authority's Listing, Prospectus and Disclosure Guidance and Transparency Rules and any other applicable rules, as appropriate;

(d) oversee any investigation of activities which are within its terms of reference; and

(e) work and liaise as necessary with all other Board committees.