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

Corporate Responsibility Committee Terms of Reference
(Formerly the Corporate Social Responsibility Committee)

Adopted by the Board on 25 September 2025

Constitution

1. The Board of Directors of the Company (the ***Board***) resolved on 22 November 2006 to establish a committee of the Board which is now known as the Corporate Responsibility 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 22 September 2022.

Purpose

3. The purpose of the Committee is to agree, monitor and oversee the delivery of the Company's corporate responsibility, health, safety and sustainability, ethics and integrity, and people and stakeholder engagement strategies. The Committee will consider the policies and practices of the Company and Group with a view to ensuring their alignment with the Company's culture, purpose and values.

4. In doing so, the Committee will assist the Board in discharging its duty to promote the success of the Company for the benefit of its members as a whole having regard to the interests of the Company's employees; the need to foster ethical business relationships with suppliers, customers and others; the impact of the Company's operations on the community and the environment; and maintaining a strong culture of ethics and integrity throughout its business.

Membership

5. The Committee shall be appointed by the Board from time to time and shall comprise at least three members, all of whom shall be independent non-executive directors.

6. 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.

7. The Committee Chair shall be appointed from time to time by the Board. 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.

8. The Company Secretary or his/her nominee shall be the Secretary of the Committee (the ***Committee Secretary***).

Attendance at meetings

9. Meetings may be held by telephone and by any other means of communication.

10. Only members of the Committee have the right to attend Committee meetings. The Group Chief Commercial Officer, the Group Chief People Officer and the Group Head of Ethics and Integrity will be invited to attend each meeting. Other individuals may be invited to attend all or any part of any meeting as and when appropriate.

11. 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 three 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

12. The Committee shall meet at least three times per year and at any such times as the Committee Chair shall require.

Minutes

13. 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.

14. 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.

Annual General Meeting

15. 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 relating to matters within the Committee's areas of responsibility, as directed by the Chair of the AGM.

Authority

16. The Committee is authorised by the Board to investigate any activity within these Terms of Reference and to make whatever recommendations to the Board it deems appropriate in any area within its remit.

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

18. The Committee is authorised by the Board to obtain, at the Company's expense, internal or external legal or other independent advice on any matters within its terms of reference as the Committee considers appropriate.

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

Duties

20. The following duties are hereby delegated to the Committee:

People

(a) review the implementation of the Group's People strategy, relating to employee engagement including the work of the Designated Non-executive Director for workforce engagement;

(b) review and recommend to the Board for approval the Company's annual modern slavery statement;

Social Purpose – Health, Safety and Sustainability

(c) review and, if appropriate, recommend for approval the Group's Health and Safety and Sustainability strategies, ensuring that such strategies align with the Company's culture, purpose and values;
(d) review the implementation of the Group's Health and Safety and Sustainability strategies, policies and procedures including those relating to health, safety and environmental processes, climate change and human rights and modern slavery;
(e) oversee and review progress on the Group's commitments in relation to net zero, reductions in Scope 1, 2 and 3 emissions and food waste;
(f) assess the effectiveness of the Group's Health and Safety and Sustainability strategies and policies using suitable key performance indicators, ensuring that high performance is maintained and recommending remedial action where necessary;
(g) receive reports from, and review the activities and material projects of, the Group's Sustainability and Health and Safety functions as required;

Governance and Ethics

(h) review and, if appropriate, recommend for approval to the Board the Group's strategy with respect to governance, ethics and integrity, ensuring that such strategies align with the Company's culture, purpose and values;
(i) oversee the implementation of the Group Ethics & Integrity Programme, including the Group's Code of Business Conduct, Business Integrity Policy and related business integrity policies, procedures, systems and controls for the prevention and detection of unethical business practices and misconduct, including anti-bribery and corruption, anti-competitive practices, money laundering, terrorist financing and sanctions non-compliance and data privacy incidents as required;
(j) receive reports from, and review the activities of, the Group's Ethics and Integrity function including its strategic focus and resourcing;

(k) receive reports from the Group Company Secretarial function on governance, legislative, regulatory and best practice developments and recommend any actions arising from the same to the Board;
(l) review reports on any material projects, investigations and audits relating to ethics and integrity;
(m) review reports concerning ethics and integrity arising out of the Company's Speak Up We're Listening programme as well as any trend or related risk analysis concerning such data; and
(n) Meet the Group Head of Ethics & Integrity as required, without management being present, to discuss the effectiveness of the Ethics and Integrity function, its remit and any issues arising from the implementation of the Ethics and Integrity programme including any restrictions on the scope of work or access to required information.

Stakeholder Engagement

(o) oversee and ensure the appropriate and effective engagement with the Group's stakeholders specifically regarding the Group's workforce, suppliers, clients, consumers, non-governmental environment, welfare and local community interest groups, governments and regulators;
(p) assess and monitor stakeholder engagement for alignment with the Company's culture, purpose and values;
(q) assess the effectiveness of the Group's engagement with its stakeholders;
(r) review reports on any material projects, investigations and audits relating to stakeholder engagement and recommend any actions for remediation;
(s) ensure the quality of the information received by the Board is sufficient to enable it to have due regard to stakeholder concerns in its decision making;
(t) receive reports from the designated Non-executive director for workforce engagement and the Group Chief People Officer, and recommend to the Board any actions identified as necessary by the Committee in response to matters raised in such reports;

Other

(u) review and approve the content of the Corporate Responsibility Committee's Report which forms part of the Annual Report and Accounts for recommendation to the Board;
(v) review and monitor disclosures and publications pertaining to matters within responsibility of the Committee in the Company's reports; and
(w) consider any other topics, as determined by the Board, including a regular review of its own performance, constitution and its terms of reference to ensure it is operating effectively, recommending any changes that it considers necessary to the Board for approval.

Training

21. The Committee members should receive training (including an induction programme for new members) and on an ongoing basis.

Resources

22. The Committee shall have access to sufficient resources in order to carry out its duties, including access to the Company Secretariat for assistance as required.