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

Nomination 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 Nomination 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 26 September 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, the majority of whom shall be independent non-executive directors of the Company. If the Board decides that a member of the Committee is no longer independent, and as a result, a majority of the members of the Committee are not independent non-executive directors, that member will cease to be a member of the Committee. The Chair of the Board shall be a member of the Committee.

5. The quorum necessary for the transaction of business shall be three members, of which a majority must be independent non-executive directors. 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 Chair of the Committee (the ***Committee Chair***) shall be the Chair of the Board or an independent non-executive director as may from time to time be appointed by the Board. In the absence of the Committee Chair and/or an appointed deputy, the remaining members present shall elect one of their number to chair the meeting. The Chair of the Board shall not chair the Committee when it is dealing with the matter of succession to the chairship.

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

Attendance at meetings

8. 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.

9. Only members of the Committee have the right to attend Committee meetings. Other individuals, however, such as the Group Chief Executive Officer, the Chief People

Officer and external advisers may be invited to attend for all or part of any meeting, as and when appropriate.

10. 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 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

11. Meetings of the Committee shall be called by the Committee Secretary at the request of the Committee Chair.

12. The Committee shall meet at least twice 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.

Authority

15. 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.

16. 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. Such persons are directed to co-operate with any request made by the Committee.

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

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

Duties

19. The Committee shall lead the process for Board appointments, ensure plans are in place for orderly succession to both the Board and senior management positions, and oversee the development of a diverse pipeline for succession.

20. The Committee shall be responsible for identifying and nominating for approval by the Board, candidates to fill Board vacancies.

21. The Committee shall establish and carry out a formal, rigorous and transparent selection process of candidates, based on merit and objective criteria and promoting diversity, inclusion and equal opportunity and make recommendations to the Board on all new Board appointments (having due regard to the provisions of the articles of association of the Company regarding the appointment of directors).

22. All recommendations of the Committee in respect of the appointment of directors shall be referred to the Board and shall only take effect when approved by resolution of the Board in accordance with the articles of association of the Company.

23. In nominating any individual to be a director, the Committee shall take into account the provisions of the UK Corporate Governance Code, which, amongst other matters, provides that at least half of the Board, excluding the Chair of the Board, shall be non-executive directors determined by the Board to be independent.

24. As part of its duties, the Committee shall:

(a) Regularly review the structure, size and composition of the Board (taking into account both the current and future needs of the business and the results of the Board performance evaluation where they relate to Board composition), and the length of service of the Chair of the Board, individual directors and the Board as a whole and make recommendations to the Board regarding any suggested changes;

(b) before identifying and nominating a candidate for appointment by the Board, evaluate the balance of skills, knowledge, independence, experience and diversity on the Board, and, in the light of this evaluation, prepare a description of the role (including expected time commitments) and capabilities required for a particular appointment. In identifying and nominating suitable candidates, the Committee shall:

    i) use open advertising or the services of external advisers to facilitate the search;

    ii) consider candidates from different genders and a wide range of backgrounds;

    iii) consider candidates on merit and against objective criteria, taking into account the benefits of diversity on the Board; and

    iv) ensure that appointees have enough time to devote to the position, in light of other significant commitments;

(c) monitor and assess regularly the skills, knowledge, experience and diversity of senior management;

(d) for the appointment of a chair of the board, assess the time commitment expected, recognising the need for availability in the event of crises;

(e) require proposed appointees to the Board to disclose all significant commitments, with an indication of the time involved and the nature and extent of any actual or potential conflicts of their interests with the interests of the Company, and make recommendations to the Board as appropriate;

(f) require directors to the Board to disclose all significant commitments, including changes to such commitments, with an indication of the time involved, to monitor and assess such disclosures regularly, and make recommendations to the Board as appropriate in relation to the approval of such commitments and the disclosure of the reasons for approval of any approved commitment;

(g) require directors to disclose the nature and extent of any actual or potential conflicts of their interests with the interests of the Company, to monitor and assess such disclosures regularly, and make recommendations to the Board as appropriate;

(h) keep under review the leadership needs of the organisation, both executive and non-executive, with a view to ensuring the continued ability of the organisation to compete effectively in the marketplace;

(i) keep up-to-date and fully informed about strategic issues and commercial changes affecting the Company and the market in which it operates;

(j) review annually the time required from the Chair of the Board, the Senior Independent Director and non-executive directors. Performance evaluation should be used to assess whether they are spending enough time to fulfil their duties;

(k) ensure that on appointment to the Board, non-executive directors receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, board meetings, committee service, training, information and involvement outside board meetings, and that they also receive an induction plan;

(l) oversee, with the Chair of the Board, a formal and rigorous annual review of the performance of the Board, its committees and individual directors and, in particular, to undertake with the oversight of the Chair an externally facilitated board performance review at least once every three years. The nature and extent of an external reviewer's contact with the Board, its committees and individual directors should be disclosed in the annual report and accounts;

(m) review and assess the results of the performance review process and make recommendations to the Board in relation to outcomes and further actions;

(n) oversee the Company's policy, objectives and strategy on diversity and inclusion, how it has been implemented and progress against any objectives, and the diversity of the Board, senior management and their direct reports, having regard to paragraph 31(c) of these Terms of Reference;

(o) seek effective engagement, through the Committee Chair, with shareholders on significant matters related to the areas of the Committee's duties and responsibilities as required;

(p) in consultation with the Chair of the Board make recommendations as to the appropriate training which any director should receive (i) on appointment to the Board, if such appointment is the first occasion on which the director has been appointed to the board of a listed company, and (ii) thereafter as necessary; and

(q) at least once a year, review with the Chair of the Board any training provided to directors.

25. The Committee shall also make recommendations to the Board concerning:

(a) suitable candidates for the role of Senior Independent Director and any designated non-executive director for workforce engagement;

(b) membership of the Audit, Remuneration and Corporate Responsibility Committees and any other Board Committees, as appropriate, including the skills and knowledge of the members, in consultation with the Chair of the Board and the Chairs of the relevant committees;

(c) the re-appointment of any non-executive director at the conclusion of their specified term of office and the annual re-election of all directors by shareholders at the Company's Annual General Meeting (the ***AGM***), having given due regard to their performance and ability to continue to contribute to the Board in the light of the knowledge, skills, experience and diversity required and the potential benefit of progressive refreshing of the Board;

(d) any matters relating to the continuation in office of any director at any time including the suspension or termination of service of an executive director as an employee of the Company, subject to the provisions of the law and their service contract; and

(e) the appointment of any director to an executive or other office other than to the positions of Chair of the Board and Group Chief Executive Officer, the recommendation for which would be considered at a meeting of the full Board.

Reporting

26. The Committee Chair shall attend the AGM and be prepared to respond to any questions raised by shareholders on the Committee's area of responsibility.

27. The Committee Chair shall report formally to the Board on the proceedings of the Committee after each meeting on all matters within its duties and responsibilities.

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

29. The Committee shall make a statement in the Annual Report which shall outline:

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

(b) the processes used in relation to appointments and succession planning and how these support the development of a diverse pipeline of candidates;

(c) how the Board performance review has been conducted, the nature and extent of an external reviewer's contact with the Board and individual directors, the outcomes and actions taken and how it has, or will, influence future Board composition;

(d) the Board's policy and any initiatives on diversity and inclusion, their objectives and link to strategy, how they have been implemented and progress against any objectives set having regard to paragraph 31(c) of these Terms of Reference;

(e) the gender balance of senior management and their direct reports; and

(f) where an external search consultancy has been engaged in the recruitment process for a director, the identity of the external search consultancy and details of any other connection the external search consultancy may have with the Company or any individual director.

Other Matters

30. The Committee shall regularly review its own performance, composition and Terms of Reference to ensure it is operating effectively and recommend any changes it considers necessary to the Board for approval.

31. The Committee shall:

(a) have access to sufficient resources 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 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) work and liaise as necessary with all other Board committees.