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

Remuneration Committee Terms of Reference

Adopted by the Board on 25 September 2025

1. Constitution

1.1 The board of directors of the Company (the ***Board***) has established a committee of the Board to be known as the Remuneration Committee (the ***Committee***).

1.2 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.

2. Duties

2.1 The duties of the Remuneration Committee shall be to:

(a) determine the Company's policy for the remuneration of the Group Chief Executive Officer, Chair of the Board, executive directors, the Company Secretary and members of the Executive Committee (the ***Executive Group***). The remuneration of non-executive directors shall be a matter for the Board and will reflect the time commitment and responsibilities of each role;

(b) determine and review the ongoing appropriateness and relevance of the remuneration policy for the Executive Group;

(c) take into account all factors which it deems necessary in determining such policy, including, without limitation, relevant legal and regulatory requirements, the provisions and recommendations of the UK Corporate Governance Code (the ***Code***) and such other guidance as it considers relevant and to ensure that a formal and transparent procedure for developing that policy is in place. The objective of such policy shall be to support strategy and promote the long term sustainable success of the Company, whilst aligning executive remuneration to the Company's purpose and values. The policy should also ensure that the Executive Group is provided with appropriate incentives to encourage enhanced performance which is clearly linked to the successful delivery of the Company's long-term strategy and each member of the Executive Group is, in a fair and responsible manner, rewarded for their individual contributions to the success of the Company;

(d) ensure that remuneration arrangements are compatible with the Company's risk policies and systems;

(e) ensure no Executive Group member is involved in any decisions as to their own remuneration outcome;

(f) on behalf of the Board and within the terms of the agreed policy and in consultation with the Chair of the Board and/or Group Chief Executive Officer as appropriate, determine specific remuneration packages and terms of appointment for each of the Executive Group including bonuses, benefits, incentive payments, share options or other share awards, pension rights and any compensation payments and ensure that failure is not rewarded and that the duty to mitigate loss is fully recognised;

(g) annually review the overall remuneration of individuals in key senior roles outside of the Executive Group;

(h) review workforce remuneration and related policies and the alignment of incentives and rewards with culture, taking these into account when determining remuneration for the Executive Group;

(i) judge where to position the Company relative to other companies. The Committee should be aware what comparable companies are paying and should take account of relative performance but should use such comparisons with caution, given the risk that they can result in an upward ratchet of remuneration levels and should avoid paying more than is necessary;

(j) be sensitive to pay and employment conditions elsewhere in the Company and its subsidiaries and to prevailing market conditions and governance trends, especially when determining annual salary increases and pension arrangements for the Executive Group;

(k) ensure that the performance-related elements of remuneration form a significant proportion of the total remuneration package of executive directors. In addition to these elements being transparent, appropriately stretching and rigorously applied they should align their interest with those of shareholders and give them an appropriate incentive to perform at the highest levels;

(l) include within such schemes provisions that would enable the use of discretion to override formulaic outcomes and would enable the Company to recover sums paid or withhold the payment of any sum, and specify the circumstances in which it would be appropriate to do so; and

(m) develop a formal policy on shareholding requirements for the Executive Group both for during and, where appropriate, following employment.

2.2 Without prejudice to the generality of the Terms of Reference of the Committee set out above, the Committee shall:

(a) review and approve the principles, design and rules of all share-based schemes;

(b) operate the Company's share option schemes/other incentives schemes (if any) as they apply to, and determine grants of options to be made to, executive

directors. It shall recommend the total aggregate amount of any grants to employees (with the specific grants to individuals to be at the discretion of the Board) and make amendments to the terms of such schemes (subject to the provisions of the schemes relating to amendment);

(c) review the terms of executive directors' service agreements from time to time including the length of any notice periods;

(d) be responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any remuneration consultants who advise the Committee; and

(e) exercise independent judgement at all times but in particular when exercising discretion, evaluating the advice of external third parties and when receiving views from executive directors and senior management.

3. Reporting

3.1 The Committee Chair shall attend the Annual General Meeting (***AGM***) in person or by electronic means prepared to respond to any questions raised by shareholders on the Committee's activities.

3.2 The Committee shall ensure that provisions regarding disclosure of information relating to directors' remuneration, the directors' remuneration policy and its implementation, as set out in relevant laws, regulations and guidance, are fulfilled and produce an annual report of the Company's remuneration policy and practices (the ***Remuneration Report***) which will form part of the Company's Annual Report.

3.3 The Committee shall ensure each year that the Remuneration Report is put to shareholders for approval at the AGM. The Remuneration Policy will be put to shareholders for approval at the AGM at least once every three years. The members of the Committee shall be identified in the Remuneration Report as well as the frequency of, and individual attendance by members at, Committee meetings.

3.4 The Committee Chair shall report to the Board after each meeting on the nature and content of its discussion, recommendations and actions to be taken. The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed, and adequate time should be available for board discussion when necessary.

4. Membership

4.1 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 of the Company. Any member who is determined by the Board to no longer be independent shall cease to be a member of the Committee.

4.2 The quorum necessary for the transaction of business shall be two members.

4.3 The Committee Chair shall be an independent non-executive director who has previously served on a remuneration committee for at least 12 months as may from time to time be appointed by the Board. The Committee Chair shall not be the chair of the Board but the chair of the Board may be a member of the Committee if they were independent on appointment. 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.

4.4 The Company Secretary or his/her nominee shall be Secretary of the Committee.

5. Conflicts of Interest

5.1 Any actual or potential conflicts of interest of members of the Committee are to be declared at the start of each meeting in relation to the matters to be discussed and recorded accordingly in the minutes.

6. Meeting administration

6.1 The Committee shall meet at least twice a year and at such other times as required.

6.2 Only members of the Committee have the right to attend Committee meetings. However, other individuals 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.

6.3 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 or such other reasonable time considered adequate by the Committee Chair. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.

6.4 Meetings of the Committee shall be called by the Secretary of the Committee at the request of the Committee Chair or any of its members.

6.5 Meetings may be held in person, by telephone or by any other means of communication.

7. Minutes

7.1 The Secretary shall minute the proceedings and resolutions of all Committee meetings, including recording the names of those present and in attendance.

7.2 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.

8. Authority

8.1 The Committee is authorised by the Board to:

(a) 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. It is authorised to seek any information it requires from any employee of the Company and of the Group in order to perform its duties, and all employees are directed to co-operate with any request made by the Committee;

(b) 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;

(c) call any group employee, contractor, consultant or other provider of services to be questioned at a Committee meeting, as and when required;

(d) The Committee shall have full authority to commission any reports or surveys which it deems necessary to help it fulfil its obligations.

(e) publish in the Company's annual report details of any issues that have not been resolved between the Committee and the Board; and

(f) delegate any of its powers to one or more of its members, the Secretary, a sub-committee or such other body as it deems appropriate.

9. Other Matters

9.1 The Committee shall regularly review its own performance, composition and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary or desirable to the Board for approval.