Compass Group PLC (the "*Company*")

Treasury Management Committee

Terms of Reference
(adopted by the Board on 16 July 2025)

Constitution

1. The Board of Directors of the Company (the "***Board***") resolved on 15 November 2018 to establish a committee of the Board to be known as the Treasury Management Committee (the "***Committee***").

2. The Board confirmed that the Committee would replace the Tax and Treasury Committee and certain transactional treasury approvals undertaken by the General Business Committee and shall act in accordance with applicable Group Treasury Policies approved by the Board from time to time (the "***Treasury Policies***").

Membership

3. Members of the Committee are as follows:

- Group Chief Financial Officer
- Director of Group FP&A
- Group Financial Controller
- Group Treasurer
- Head of Group Tax
- Group General Counsel & Company Secretary (or designate)
- Deputy Group Treasurer

Where job titles vary from those listed above, the Chairman of the Committee from time to time may determine that any individual performing a function that is substantially similar to a role listed above, whether permanently or temporarily, shall be deemed to be a member of the Committee in such capacity.

4. The Chairman of the Committee shall be the Group Treasurer or the Group Chief Financial Officer, or in their absence, those members present at the meeting may elect one of their number as Chairman of the meeting. The Committee shall appoint a Secretary at the start of each meeting.

Frequency of meetings

5. Meetings shall be held at least quarterly and at such other times as required.

Quorum

6. The quorum necessary for a meeting shall be any two members of the Committee of which one shall be either the Group Chief Financial Officer or the Group Treasurer, provided that both the Group Chief Financial Officer and the Group Treasurer must always be present at a meeting of the Committee where Committee approval is required in respect of treasury transactions and treasury strategy. 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.

Attendance at meetings

7. Only members of the Committee have the right to attend Committee meetings. Other individuals, however, such as the Group Chief Executive, other directors and representatives from the finance, treasury, tax, secretariat and/or legal functions, or external advisers may be invited to attend all or any part of any meeting as and when appropriate.

Notice of meetings

8. Meetings of the Committee shall be called by the Group Treasurer, or in his absence, the Group Chief Financial Officer.

Minutes

9. The Secretary shall minute the proceedings and resolutions of each Committee meeting, including recording the names of those present and in attendance.

10. The Secretary shall promptly circulate the minutes of each meeting to all members of the Committee.

Duties

11. The Committee should carry out the duties below:

(a) the Committee shall provide oversight of treasury activities in implementing the Treasury Policies. To enable this, the Committee will receive regular reports covering *inter alia*:

- arrangements with financial institutions
- the Group's credit position, capital structure and credit rating
- Group financing and cash management
- foreign exchange risk (translation and transaction exposure management)
- interest rate risk
- commodity risk
- financial counterparty risk
- investment risk
- any breaches of Treasury Policies or controls

(b) the Committee shall consider and as appropriate approve, or where it considers appropriate, propose to the Board for the Board's approval, revisions to the Treasury Policies;

(c) the Committee shall report any material breaches of Treasury Policies to the Board.

Authority

12. The Board has delegated the following authority to the Committee:

(a) to review treasury initiatives;

(b) to approve treasury strategy and implementation;

(c) to approve treasury transactions in accordance with the treasury transaction approval limits set out in the Treasury Policies/Group Approvals Manual covering *inter alia*:

- borrowing and other credit facilities, for external and internal facilities
- charges on assets
- leases
- foreign exchange transactions
- parent company guarantees
- commodity, interest rate and foreign currency translation hedging transactions
- loans to third parties

(d) NOT USED;

(e) to approve treasury bank mandates;

(f) to monitor treasury risk exposure, treasury positions, performance and compliance with Treasury Policies;

(g) to approve the update, as and when required, of the Euro Medium Term Note ("EMTN") programme, including any amendments to the terms and conditions of the EMTN programme and the publication of a supplement to the EMTN base prospectus or a new base prospectus, and all matters related thereto, but excluding any alteration to the EMTN programme size;

(h) to approve the update, as and when required, of the commercial paper ("CP") programme, including any amendments to the terms and conditions of the CP programme, and all matters related thereto including engaging dealers from time to time, but excluding any alteration to the CP programme size;

(i) to approve the establishment, renewal, refinance, replacement, amendment (including changes in amounts), operation of, and administrative and procedural matters relating to, existing and new bank and other external finance facilities of a value up to USD 150 million in aggregate (this shall include any means of raising indebtedness or finance facilities);

(j) in respect of existing bank and other external finance facilities of a value exceeding USD 150 million, to approve: (1) amendments that are technical, procedural and/or operational in nature; and/or (2) the replacement of such existing facility with a similar facility, and which does not increase the total size of the existing facility or significantly vary the existing terms such that it would materially increase the existing risk profile.

(k) to finalise, approve, publish, monitor and generally administer a Sustainable Financing Framework ("***Framework***") and all matters related thereto, including, without limitation, to:

approve the addition of eligible projects/expenditure under the Framework; approve the exclusion of any projects/investments and approve any replacement, where appropriate; oversee the eligible project portfolio under the Framework (including confirming, among others, its continued compliance with the Framework); facilitate and approve any and all reporting required in connection with the Framework (including, without limitation, in relation to the allocation of proceeds to the portfolio of eligible sustainability projects and, wherever feasible, reporting on the impacts of eligible sustainability projects as may be required under the Framework); obtain and approve any external opinions and/or verification, as appropriate, of the Framework and/or the allocation of proceeds to the portfolio; review the content of the Framework and approve any update of the Framework, as and when required; and establish any working groups that may be required to assist or advise on the foregoing.

Reporting responsibilities

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

Other

14. The Committee is authorised by the Board to seek any information it requires from any employee of the Company and the Group and all employees are directed to co-operate with any request made by the Committee.

15. 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.

16. The Committee shall consider any other topics, as determined by the Board, including a regular review of its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness.

17. The Committee will give due consideration to the laws and regulations, the provisions of the UK Corporate Governance Code and the requirements of the UK Listing Authority's Listing Rules, Prospectus Regulation Rules and Disclosure Guidance and Transparency Rules and any other applicable rules in force from time to time, as appropriate.

18. The Committee is authorised to delegate any or all of the powers conferred on it by these terms of reference or otherwise by the Board to any member of the Committee.