Compass Group PLC

General Business Committee Terms of Reference

Adopted By The Board On 11 May 2007

Constitution

1. The Board resolved on 14 February 2003 to establish a committee of the Board to be known as the General Business 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 14 February 2003 and subsequently amended on 8 June 2004 and 26 March 2007.

Membership

3. The Committee shall comprise all the executive directors of the Company from time to time. The quorum for meetings shall be any two executive directors. Those members present at a meeting may elect one of their number as Chairman of such meeting.

Attendance at meetings

4. Any person may attend upon invitation of the Committee.

5. The Company Secretary or the Deputy Company Secretary shall be the Secretary of the Committee and shall circulate minutes of meetings to all directors of the Company.

Frequency of meetings

6. Meetings shall be held as and when required.

Duties

7. The following powers of the Board are hereby delegated to the Committee:

   (a) the provision by the Company of finance to or guarantees of finance facilities, leases or other commitments/liabilities entered into by other companies up to a value of £50 million;

   (b) the acquisition or sale of companies or assets up to a value of £25 million;

   (c) the entering into of any lease of land or buildings where the lesser of:

      (i) the aggregate rent payable during the term of the lease; and

(ii) the rent payable during the first five years of the term of the lease at the initial rate;

does not exceed £25 million;

(d) the appointment of individuals as attorneys for or in order to represent the Company in respect of any holding of securities or partnership interest in or indebtedness owed by other companies or partnerships;

(e) the entering into with any person (whether or not an authorised institution under the Banking Act 1987) of all documentation considered necessary or desirable relating to any transaction pursuant to which the Company incurs or may or will incur any indebtedness up to a maximum amount of £100 million in respect of any of the following:

(i) moneys borrowed or raised;

(ii) any debenture, bond, note, loan stock or other security;

(iii) leases (whether in respect of land, machinery, equipment or otherwise) entered into primarily as a method of raising finance or financing the acquisition of the property or asset leased; and

(iv) any guarantee, indemnity or similar assurance against financial loss of any person (whether a subsidiary of the Company or not) arising in respect of indebtedness within the scope of this paragraph (e) whether entered into by the Company or a subsidiary;

and entering into all administrative or procedural matters relating thereto.

(f) the renewal, refinancing, replacement, operation of and administrative and procedural matters relating to existing bank and other finance facilities (this shall include any means of raising indebtedness or finance facilities) for the purpose of;

(i) replacing pre-existing indebtedness or finance facilities whether in the same Group Company or not and whether or not the funds are to be used for purposes other than that for which the existing facility may be used; and

(ii) replacing unutilised committed finance facilities whether in the same Group Company or not with other committed finance facilities,

provided that the aggregate amount of such new indebtedness or facilities shall not exceed £100 million more than the pre-existing indebtedness or facilities replaced).

Provided also that the Committee may not give, or amend any existing bank mandate to provide for cheques or other instruments for amounts in excess of £10 million to be signed other than by any two directors for the time being or any director for the time being and the Company Secretary for the time being;

(g) the administration of unclaimed dividends in respect of any shares in the capital of the Company for the time being in issue, including the forfeiture of any dividends unclaimed for a period of twelve years or more in accordance with the Company's Articles of Association;

(h) the agreement of all documents, authorisation of all payments and taking of all other steps which may relate to or arise out of any programme to make market purchases of the Company's own shares (including the cancellation of shares in relation thereto) or which may be necessary or desirable for the purpose of or in connection with implementation of such programme;

(i) the approval of appointments of directors to the boards of subsidiary or associated companies;

(j) the issue and allotment of shares in the Company or any subsidiary, the sealing of share certificates and the signing/sealing of any documents deemed necessary or desirable in connection with or arising out of any of the delegations above;

(k) the administration of, participation in and amendments to the Company's employee share schemes in operation from time to time (subject to the Remuneration Committee's prior approval in the case of participation by directors of the Company in any such share or incentive scheme);

(l) the administration of and all procedural matters relating to the renewal and replacement of all classes and categories of the Company's insurance programme including Directors and Officers Liability Insurance; and

(m) the administration of and amendments to the Company's Dividend Reinvestment Plan (the "Plan") in operation from time to time including the approval of all documents, the consideration of whether to make the Plan available to the Company's shareholders and implementation of the Plan in respect of any dividend or dividends declared or paid in respect of any financial period of the Company.